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# Rolling Stone

THE PEOPLE  
VS  
GOLDMAN  
SACHS

By Matt Taibbi

HAPPY 70TH, BOB!

## The 70 Greatest Dylan Songs

FEATURING

BONO

MICK JAGGER

KEITH RICHARDS

CHRIS MARTIN

JACKSON BROWNE

*And More*





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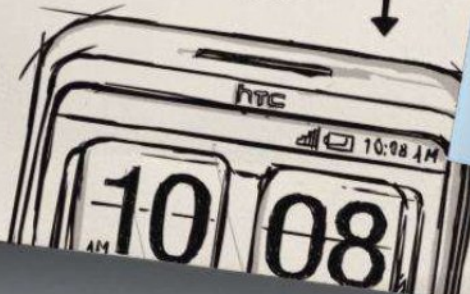
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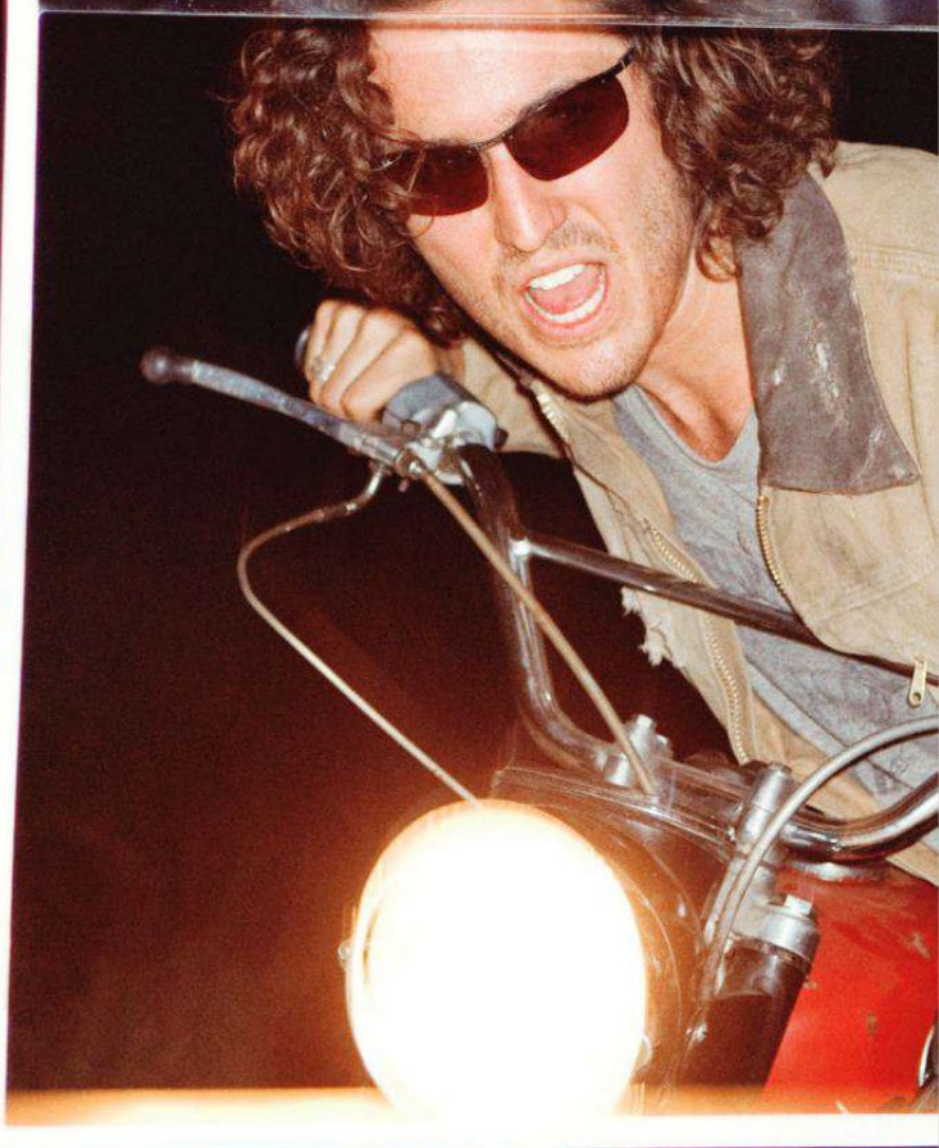


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# RS1131

"ALL THE NEWS THAT FITS"



## Metallica's Desert Storm

James Hetfield and crew joined fellow metal gods Slayer, Megadeth and Anthrax to rock Indio, California, last month. For the full story, turn to page 22.

MICHAEL TRAN/FILMMAGIC



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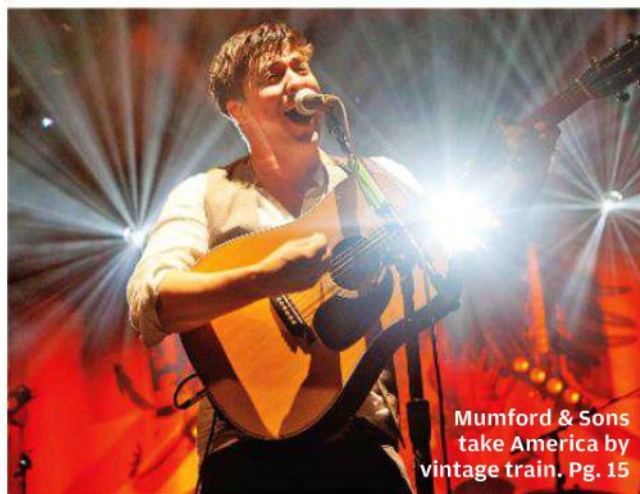
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**ON THE COVER** Bob Dylan photographed in New York in 1965 by Jerry Schatzberg, from Trunk Archive.







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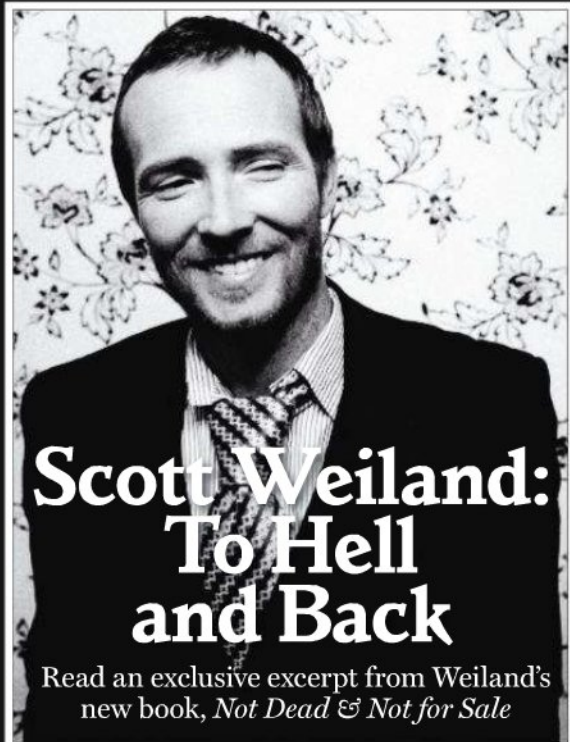
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## Scott Weiland: To Hell and Back

Read an exclusive excerpt from Weiland's  
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## Lonely Island Unchained

SNL comedy crew  
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they got Michael  
Bolton, Beck  
and Akon together  
in the studio.



Samberg

### PHOTO GALLERIES



Bob Marley



Concert Photos

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### VIDEO

## The Beastie Boys Are Back

Adam Horovitz sits down  
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### MUSIC

## Ryan Bingham

The *Crazy Heart* singer  
plays "Hallelujah" live at  
RS headquarters.

### READER LIST



## One-Hit Wonders

Last month, ROLLING  
STONE readers picked  
their all-time favorite  
songs by one-hit won-  
ders. Check out the full  
list of winners, read the  
backstories behind the  
songs and check out the  
video. Also: the best  
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Focus on driving



# Correspondence

## { Love Letters & Advice }



### British Invasion

THANK YOU FOR THE COVER and the well-written article on the amazing Adele ["Soul Superstar," RS 1129]. In an era when pop singers are too concerned with how they look, Adele is a breath of fresh air, depending only on her soulful voice to win over audiences.

Laci Lawton, Ballston Spa, NY

FINALLY, A NEW ARTIST worthy of the hype, and the cover.

Chris Brandt, Vancouver

ADELE HAS MADE MUSIC HER passion, rather than simply becoming a star. As you behold this wonder, you realize what a shallow exhibition shows like *American Idol* really are.

Rick Schwartz, via the Internet

I AGREE WHOLEHEARTEDLY with Adele's comment about making "music for ears," but

your cover photo of her was "music for eyes."

Tony Pierini, Plains, MT

### Wall Street Wives

MATT TAIBBI'S EXCELLENT "The Real Housewives of Wall Street" [RS 1129] is his most revealing article on the greed, corruption and self-entitlement that permeate Wall Street. I can't fathom how things have gotten this absurdly out of control with the Federal Reserve, and the stranglehold the obscenely wealthy have over us. They are laughing at us as they strip this country to bones.

Chris Connally, Summerville, SC

TAIBBI MISCHARACTERIZES a Federal Reserve program called TALF that played a crucial role restoring credit to millions of Americans at a time of grave economic danger. TALF was not a bailout for financial institutions or rich individuals. The whole purpose of the program was to try to shield Main Street from the turmoil on Wall Street. Loans under the program could only be used by investors to finance student loans, auto loans and other forms of consumer and small-business credit. Investors of all kinds participated; if the assets performed badly, they would lose their entire investment before the Fed suffered any loss. TALF suffered

no losses and has generated \$1.2 billion in interest income to date, which has helped reduce the deficit.

Roseann Stichnoth

TALF Executive Vice President  
Federal Reserve Bank of NY

*Taibbi replies: Stichnoth does not bother to deny that thanks to TALF, the wife of Morgan Stanley's then-CEO received \$220 million in loans from the Fed at below-market rates. She also fails to note that TALF guaranteed investors 100 percent of all gains, while taxpayers assumed 90 percent of any*

**"Taibbi's 'Real Housewives of Wall Street' is his most revealing look at the greed that permeates Wall Street."**

*losses. Instead, all she asserts is that it was somehow advantageous public policy to give billionaires massive, nearly risk-free commissions so they could earn profits loaning public money to ordinary people. Rather than reforming predatory practices or lowering rates for struggling consumers, the Fed simply provided more cheap financing to the very people who caused the crisis.*

### Fire Starter

I DON'T THINK ANYONE could walk away from the ar-

ticle on Kiki Kannibal ["The Girl Who Played With Fire," RS 1129] without being deeply disturbed. The guilt her parents felt as she became a social pariah in school overruled any common sense they had. When things started going bad, they compounded the trouble by allowing it to continue. The saddest part of Kiki's story is the abandonment of childhood at such a tender age.

Sandy Schneider, Lake Villa, IL

SABRINA RUBIN ERDELY'S story on Kiki Kannibal is a must read for every parent and teacher. I would make every child between the ages of 10 and 18 read it too. This is the wake-up call that our future generations need.

Kurt Moffett, Torrington, CT

KIKI KANNIBAL'S STORY, while heart-wrenching, makes me ask, "Where were the par-

ents?" Why weren't they telling her, "No, this has gone too far"? That seems to be the problem with most, if not all, parents these days: They want to be "friends" with their kids instead of acting like adults.

Rich Klingman, Norwich, NY

### Maher's Victory

EVEN AFTER READING THE extended online interview "Bill Maher Is, Duh, Winning" [RS 1129], I wanted more. Maher should have been on the cover.

Chris Sonnek, Homewood, IL

BILL MAHER FOR PRESIDENT! Why will it never happen? Because he makes too much sense.

Jennifer Howard, Niles, MI

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### IT'S IN OUR DNA

The surprising RS roots of a brilliant bestseller

IN MARCH 1976, WHEN RS PUBLISHED "The Double-Edged Helix," by Michael Rogers, we unknowingly helped lay the foundation for the captivating current bestseller *The Immortal Life of Henrietta Lacks*, by Rebecca Skloot. The basic story: Lacks was a poor black tobacco farmer whose cells, harvested from her without her knowledge, became a legendary part of medical science and aided in creating the polio vaccine. While Rogers was the first



journalist to track down Lacks' family and inform them of her bizarre afterlife, Skloot's reporting turns the tale into a breathtaking work of narrative nonfiction, important and heartbreaking. "I've always thought it was wonderful that RS had the first nugget of the story," Skloot says. "So much of the book is about the unintended consequences, damage and impact that scientists can have on people. It's the same with journalists."



# PLATINUM HIT

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# Rock & Roll

## FOLK YEAH

Marcus Mumford leads a jam at an Austin train station.



## Mumford & Sons Take America by Vintage Train

Rolling with Mumfords, Magnetic Zeros on the Railroad Revival Tour

By Jenny Eliscu

AS THE FINAL NIGHT of the Railroad Revival Tour drags into the early-morning hours in New Orleans' French Quarter, the music shows no sign of stopping. Mumford & Sons, Edward Sharpe and the Magnetic Zeros, and Old Crow Medicine Show have just spent a week traveling across the country on a train of vintage Amtrak cars, playing half a dozen shows along the way for more than 32,000 fans. And, except for the few hours a day when they were eating, playing late-night poker games or sleeping, all they've done is

jam. They jammed onstage, backstage, under a tree in Austin, on an Oakland street corner and anywhere else they set foot. The horn players' lips are swollen from after-hours funk sessions in the "Pony Express" car, where they'd play, drink and dance until the sun came up. "There's a lot that could go wrong," an excited Marcus Mumford, the band's frontman, said before the journey. "The train could break down. And it's a very slow train – it's a slow train coming!"

Since the Railroad Revival Tour was conceived, the Mumfords have exploded in popularity – following their Grammy performance with Bob Dylan in February, the U.K. foursome's debut LP, *Sigh No*

*More*, hit Number Two, its sales pushing past a million more than a year after its release. "As amazing as the last couple of years have been, because of the schedule sometimes creativity suffers," singer-keyboardist Ben Lovett says. "On the train, you've got all these instruments lying around and you can play any time of the day. The downside of touring has gone out the window."

In New Orleans, the musicians persuade the house band at a tiny dive called the Apple Barrel to let them play for a while – and when the band demands its stage back, Mumfords, Zeros and Old Crows gather in the street and keep playing. "This is the most music we've ever played on tour," says

## License Renewed: Beasties Are Back

Inside 'Hot Sauce Committee Part 2,' the trio's rawest in years

By Gavin Edwards

ADAM HOROVITZ, better known as Ad-Rock, leans back in his chair on a balcony at L.A.'s Chateau Marmont hotel, considering the competing forces that motivate the Beastie Boys. "We think about music all the time and want to make records," Horowitz says. "And we're also really lazy. So when desire and laziness clash, it just takes some time."

The latest result of that clash is *Hot Sauce Committee Part Two*, the Beasties' eighth studio album. The disc was actually completed two years ago. But when Adam "MCA" Yauch discovered he had cancer of the salivary gland and a lymph node, they canceled its release. "That sent us all reeling," remembers Michael Diamond (a.k.a. Mike D), "both in terms of having your good friend and your bandmate diagnosed with cancer, and then also, 'Oh, so our record isn't coming out. We'll just put this on hold and see where we're at in six months.' And then 12 months."

Their goals for *Hot Sauce Committee*: vocals (2007's *The Mix-Up* was an instrumental album), a wide variety of sounds within any given song, and shorter songs. "It comes back to the theory of hip-hop being the most excit- [Cont. on 18]



Lovett. "There's a lot of musical brotherhood, and it's like a release." Both onboard and onstage, the musicians trade instruments and bands – and each show closes with an encore of more than 30 of them tearing into a rowdy Dixieland rendition of Woody Guthrie's "This Train Is Bound for Glory," featuring horns, fiddles, banjos and even dueling accordions.

The cinematic backdrop – a cocktail car that looks like a set from *Mad Men*, the parched rural tableau of Marfa, Texas, the shiny silver train rumbling down the tracks – added to the sense of excitement about having it all chronicled by a film crew. A Railroad Revival Tour movie is due later this year, directed by Emmett Malloy, who has made music videos for Jack Johnson (whom he manages), Vampire Weekend and Metallica, and also directed last year's White Stripes tour documentary, *Under Great White Northern Lights*.

Modeled after the 1970 Festival Express train tour across Canada, featuring the Grateful Dead, Janis Joplin and the Band, the tour was conceived by Dave Conway, founder of Web broadcaster Little Radio, to encourage collaboration between the bands and explore alternate ways of taking a rock show on the road. Along the way, the Railroad Revival turned into a massive rolling party, its 15-car load packed with 130 passengers, including actor Jake Gyllenhaal – a friend of the Mumfords who jumped onboard in San Pedro, California, without even a change of clothes.

The journey kicked off in Oakland as the train pulled out just after midnight. The music car had an open bar to keep the jams whiskey- and tequila-fueled; there was catering in the dining car and Texas Hold 'Em in the observation deck of another. On Easter Sunday, the jam car even turned into an improvised church, with a small congregation gathering to watch Old Crow Medicine Show co-frontman Ketch Secor's father lead services, with members of the bands reading Bible passages and singing hymns. "It's not just the music," says Lovett. "There's



**TRAIN GANG** Magnetic Zeros frontman Alex Ebert (left). Below: Mumford, a friend, Mumford's Nick Etwell and Old Crow's Gill Landry (from left).



no feeling of segregation between the musicians and the friends and everyone who's doing everything else on the train. It doesn't feel like three bands separately furthering their audience fan bases or any of that shit."

Secor says that when the

**"As soon as we stepped on the train, the magic began," says Alex Ebert.**

Zeros' manager called to invite them on the tour several months ago, "it felt like we had all had a ticket burning in our pockets for a long, long time." But as excited as they'd been to take the trip, the reality of it surpassed their expectations: "I feel in an altered state on that train," he says. "It's like the gods dropped down some kind of manna, and we're having a feast together. Maybe the folk music is one common de-

nominator, but it's much deeper than that."

In New Orleans, Edward Sharpe and the Magnetic Zeros frontman Alex Ebert walks the riverfront, reflecting on the journey. "It's only seven days, but it happened as soon as we stepped on the train," Ebert says. "As soon as we stepped on, the magic began."

The Zeros are about to go into an L.A. studio to finish work on the follow-up to their hit debut LP, *Up From Below*, and the singer says the Railroad Revival rekindled the excitement his band felt when it was just starting. "There's something so beautiful about it, and I don't even know why," he says. "It's just a bunch of bands that got on a train to do a tour, but there's so much hope in it."

"It's like a dream only a kid would really try and make happen," he adds. "It's an end unto itself, it's a thing unto itself, it's a realization that doesn't need any furthering."

## IN THE NEWS

### Macca, MMJ, Black Keys Honor Buddy Holly

Buddy Holly would have been 75 this year, and to mark the occasion, a remarkable all-star lineup of artists –



including Paul McCartney, My Morning Jacket, **Lou Reed**, **Patti Smith** and the Black Keys –

have recorded new versions of Holly classics for *Rave On Buddy Holly*, a 19-song tribute album out June 28th. "He wrote dozens of amazing songs in just a few years," says Keys drummer **Patrick Carney**. "I hate to think about what we all missed out on due to his early demise."

### Warner Music Group sold for \$3.3 billion

Warner Music Group, home to **Metallica**, **Green Day**, **R.E.M.**, **Led Zeppelin** and **Kid Rock**, has been sold to billionaire Len Blavatnik's Access Industries for \$3.3 billion. Despite



an overall 68 percent drop in CD sales in the past decade, the company's assets, particularly

its publishing division, which licenses songs to movies, TV shows and ads, remain powerful. "No matter how bad the real estate market is, someone's always got beachfront property," says Jack Isquith, a former Warner executive who is now a VP at Slacker Radio. "And owning the rights to Metallica, Green Day and Led Zeppelin will always be beachfront property." Industry sources say they don't expect major immediate changes.

### 'Glee' Goes 3D

The *Glee* cast is going 3D – possibly with the help of **James Cameron**. At press time, Cameron's company Cameron-Pace was in talks to work on the 3D film of this summer's *Glee Live! In Concert!* Tour. Directed by Kevin Tancharoen, whose credits in-



clude **Britney Spears'** *Onyx Hotel* Tour, the movie will feature cast members **Lea Michele**,

**Cory Monteith**, **Amber Riley**, **Chris Colfer** and the **Warblers**, among others. **Jane Lynch** and **Matthew Morrison** aren't yet onboard. (A source at Fox says those talks "aren't finalized.")



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# BIG BOI



A portrait of the rapper Big Boi. He is wearing a white fedora with a red and blue band, dark sunglasses, a tan corduroy jacket over a white shirt, and a large gold watch. He is holding a black velvet drawstring bag with gold embroidery that reads "Crown Royal", a crest, and "Big Boi". He is also wearing gold chains on his fingers. In the bottom left corner is a bottle of Crown Royal Black Blended Canadian Whisky. The bottle has a blue label with a crown logo and the text "Crown Royal BLACK", "ROBUST, FULL-BODIED, BLENDED CANADIAN WHISKY", and "The Crown Royal Distilling Company".

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## BEASTIE BOYS

[Cont. from 15] ing four bars from a record, and going back and forth between two copies," says Diamond. Some of the best tracks are excerpted from longer jams, like the 49-second album closer, "The Lisa Lisa/Full Force Routine."

Diamond offers some chocolate mousse to Horovitz, who declines because he's smoking a cigarette: "I have a different flavor working."

Horovitz points out that most rappers just put lyrics over a producer's track, while many bands have a principal songwriter. The Beasties, however, collectively tussle over every single aspect of a track. "We don't like to relinquish control, so we have to do everything together in a room – or else it's like, 'Oh, you're the leader of the band now,' even though it's just a drumbeat."

"We don't have that many arguments," Horovitz adds. "But lunch, the decisionmaking process takes forever." Diamond sighs. "We labor a lot over the whole food thing."

Some tracks came together easily: The blippy "OK" required only Diamond's suggestion that they do a New Wave rap song. The first single, "Make Some Noise," was built around a groove with Horovitz on synth



**POSSE IN EFFECT** Beasties Adam "Ad-Rock" Horovitz, Adam "MCA" Yauch and Michael "Mike D" Diamond (from left)

and Diamond on drums. They had been frustrated because they had delayed getting some other jams on tape – and by the time they recorded them, a cool idea had lost its spontaneity. So when they got the basic

**"I still feel like we're the kids that are in trouble for making music," says Mike D.**

track for "Make Some Noise," they didn't overthink it. "That's why it sounds the way it does," says Diamond. "That raw, open, driven sound."

Originally, the album was going to be titled *Hot Sauce*

*Committee Part I*, with a possible sequel planned. But after Yauch's illness delayed the record, they realized they weren't satisfied with the sound. They remixed the whole project with French producer Philippe Zdar. "Ultimately, we got to make a much better-sounding record," Diamond says. They switched the title to *Part Two*; they still have a lot of unreleased songs that may come out as *Part I* someday. "We need to tie a bow around it," Diamond says vaguely.

Yauch is absent from the interview, as he continues to be treated for cancer. "Given the choice, he wouldn't be," Diamond says. "He'd love to be freaking completely fuck-

ing done with it." Due to his illness, the Beasties won't be touring anytime soon – but Yauch did write and direct the half-hour film *Fight for Your Right Revisited*, which features Elijah Wood, Danny McBride and Seth Rogen as the Beasties circa 1986, and Will Ferrell, John C. Reilly and Jack Black as the Beasties of the future. The Beasties are huge fans of wacky comedy, from *Meatballs* to *Talladega Nights*. "Everybody got really excited about Will Ferrell playing the cowbell in the video," Horovitz says. "But how badly did we want him and John Reilly to do shake-and-bake?" He shakes his head sadly. "Shake and bake."

The Beasties are still effortless cutups; during the interview, Diamond analyzes the stench of New York summer garbage and Horovitz mocks him for watching *Notting Hill* on the flight from New York to L.A. Asked about their stature in the world, Horovitz says, "I have countless friends that are better musicians than I am." Says Diamond, "I still feel like we're the kids that are in trouble for making music."

So is there an age where the Beastie Boys are too old to do what they're doing?

The 44-year-old Horovitz snorts. "We passed that age a while ago." **D**

## McCartney Preps Standards Disc, Reissues

**And that's not all: The newly engaged Beatle is plotting "heavier rock" LP**

IT'S SHAPING UP TO BE A big year for Paul McCartney. On May 6th, McCartney, 68, announced he had gotten engaged to his longtime girlfriend, Nancy Shevell. And in an L.A. studio a month earlier, he began making another dream come true: He started recording an album devoted to covers of pop standards from the pre-rock years. "It's my dad's style of music," he says. "I've wanted to do that kind of thing forever, since the Beatle days. But then Rod [Stewart] went mad on it. I thought, 'I have to wait so it doesn't look like I'm trying to do a Rod.'"



**MELLOW GOLD** Macca cut his latest with an orchestra in L.A.

Working with an orchestra in Capitol Studios, McCartney quickly knocked out nearly a dozen tracks, including a handful with Diana Krall and her band. But he's keeping the titles under wraps for now: "They're

just songs I admire," he says. "I'm trying to steer away from the obvious ones." McCartney also cut several of his own new songs in a similar vein – even singing into a microphone used by Nat "King" Cole. "It's get-home-from-work music," he says of the LP, tentatively scheduled for release early next year, following additional sessions in London. "You put it on and get a glass of wine."

McCartney is also planning more U.S. concerts this year – a Las Vegas show on June 10th has been announced, and he says other shows are being finalized. In June, he'll reissue his classic 1970 solo album, *McCartney*, and 1980's *McCartney II*, in deluxe editions with bonus tracks, DVD documentaries

and hardcover books heavy on Linda McCartney's period photos. (Among the major finds: *McCartney* outtakes like "Suicide" and "Don't Cry Baby.")

And that's not all: McCartney is also writing material for what he calls a "heavier rock" album. He has yet to pick a producer, but he says a recent conversation with Dave Grohl about how he recorded Foo Fighters' latest LP in his garage lit a fire. "It sounds quite wacky, but it keeps it fresh," McCartney says. "I love that – you get a crazy idea and go with it. You never know – I may run into a garage to make this other album."

He adds with a laugh, "But it won't be in Dave's garage." **DAVID BROWNE**



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# Kings of Leon's Home Movies Become Intimate Documentary

Family, faith and rock & roll: KOL reveal all in the new 'Talihina Sky'

**K**INGS OF LEON'S BACK-story is so unlikely that people used to assume it was made up: The three Followill brothers (cousin Matthew plays guitar) grew up all over the South as the home-schooled, gospel-singing sons of itiner-

## ROCK DOCS

ant, alcoholic, Pentecostal-preacher dad Ivan. As their new documentary, *Talihina Sky*, makes clear, it was all too true. "Everyone has tried to tell our story, and they all fuck it up," says frontman Caleb Followill. "Well, here's the fucking story."

After the movie was screened at the Tribeca Film Festival in April, Caleb wasn't sure he liked what he saw. "That was either the best thing we've done, or the biggest mistake of our lives," he said. What was he worried about? For one thing, letting the world see mortifying footage from Followill-family home movies, like an awkward 1999 blue-screen video of Caleb and brother Nathan (now the band's drummer) singing the gospel standard "When We All Get to Heaven" in an early attempt to become country stars. "When Caleb got wind that we had our hands on that, he read me the fucking riot act," says director Stephen Mitchell. "That was the highest mountain we had to climb."



**FAMILY AFFAIR**  
Nathan, Matthew, uncle Cameron, dad Ivan, Caleb, Jared and grandparents Mildred and Leon (clockwise from left) at a Followill family reunion

The movie takes its name from Talihina, Oklahoma, where the Followill clan holds epically rowdy family reunions. We meet Grandpa Leon (the band's namesake), mom Betty Ann Murphy and relatives like the scene-stealing Uncle Cleo, whose Southern drawl is so

**"Everyone has tried to tell our story, and they all mess it up," says Caleb Followill.**

thick he's hard to understand.

"We had 750 hours of tape - concert footage and home videos," adds producer Casey McGrath, who received tapes from the band's family and footage from KOL's early days shot by Nathan himself. "Back then we thought, 'Ten years from now, when we're work-

ing at Target, we can put this tape on and show our kids how we used to wear girls' jeans,'" says Nathan. In one unforgettable scene, he berates Caleb for his overblown ego, screaming, "We made you, you little piece of shit! You wouldn't make a goddamn penny if it weren't for the three of us!" In another heavy moment, Ivan worries about his sons' souls: "I don't want to say my kids are going to hell... but as far as what I envisioned, it's a little different."

After rave reviews at the Tribeca Film Festival, and four additional sold-out screenings in New York, the filmmakers are planning for a worldwide theatrical release as early as July. "There are times when you love us and times when you hate us," says Caleb. "I'm a villain in the movie, and by the end, I'm not. It's intense."

AUSTIN SCAGGS

## TRIBUTES

### Folk Hitmaker Phoebe Snow

1950-2011



Phoebe Snow, whose 1975 smash "Poetry Man" landed her on the cover of *ROLLING*

*STONE*, died April 26th of complications following a stroke last year. She was 60. Raised in New Jersey as Phoebe Laub, Snow had barely started playing New York folk clubs when she was signed. Her first album, *Phoebe Snow* (which included "Poetry Man"), showcased her earthy voice and nimble guitar - *ROLLING STONE* called her singing a "natural wonder." That same year, she duetted with Paul Simon on his hit "Gone with a Wind."

But then Snow gave birth to a daughter, Valerie, with brain damage, and pulled away from music to care for her at home. Snow never regretted that choice, but subsequent albums weren't hits. "My career went in a backward way," she said in 1987. "It was rough."

After rebuilding her career in the late 1980s, Snow recorded albums, sang ad jingles and toured sporadically. Her shows with the New York Rock and Soul Revue, which included Donald Fagen, Michael McDonald and Boz Scaggs, demonstrated that her vocal chops were undiminished. "At every show, I'd make a point of going out and listening to her do 'At Last,'" McDonald says. "She had one of those voices where you knew exactly who it was from the first notes." **DAVID BROWNE**

### Poly Styrene, Punk Pioneer

1957-2011



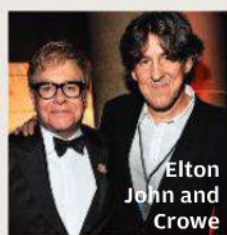
Poly Styrene, 53, the fierce singer of Seventies British punk band X-Ray Spex, died

April 25th of cancer. The London-raised Styrene, whose real name was Marianne Elliot Said, was famous for her DayGlo style and fiery feminist, anti-consumerist and environmentalist music. Says Billy Bragg, "She struck a very powerful chord for punk, politics and women." **P.D.**

## Cameron Crowe Tackles Elton, Pearl Jam

The filmmaker goes back to his rock & roll roots with pair of documentaries

Thirty-eight years after he began his career as a teenage journalist for *ROLLING STONE*, filmmaker Cameron Crowe has re-immersed himself in documenting musicians' lives, with two movies out this year: *Pearl Jam Twenty*, marking the band's 20th anniversary, and *The Union*,



about Elton John and Leon Russell's 2010 LP. "For Elton, the camera

is a buddy," Crowe says. "Pearl Jam is not prone to opening the curtain the same way - but that's the delight of it."

Narrated by John, *The Union* captures the creation of the record and includes interviews with Brian Wilson and Stevie Nicks. *Twenty* was

assembled from "every piece of archival stuff we could find," says Crowe, who has known Pearl Jam since he worked with them on the 1992 movie *Singles*. "It's equal parts complimentary and really painful," says PJ's Jeff Ament. "It's Cameron's love letter to us." **PATRICK DOYLE**



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# PERFORMANCE



**MASTERS OF PUPPETS** Metallica (1) headlined the Big 4 Festival, which brought them together with Slayer (2), Anthrax (3) and Megadeth (4) for a night of furious riffs in the Southern California desert.

## Metallica, Slayer Make Desert Roar at Epic Metal Summit

**Backstage with the heaviest bands in the land at the Big 4 Festival**

**I**N ALL MODESTY, THIS IS the best metal show of all time," Anthrax guitarist Scott Ian says of the Big 4, the bash that Metallica, Slayer, Megadeth and Ian's band threw in Indio, California, on April 23rd. Thrash metal's titans have played together before – they toured Europe last year – but their U.S. debut, peaking with Metallica's triumphant closing set in front of 50,000 headbangers, still felt historic.

The party in the parking lot started hours before the music, with metalheads in sleeveless pentagram T-shirts drinking, grilling and spraying sunscreen on tattooed skulls. As Anthrax began their sweaty 4 p.m. set with 1987's "Caught in a Mosh," fans rushed to the stage, pumping fists and throwing up devil signs. "The emotion coming off the crowd was unlike any I'd felt in the U.S.," says Ian. Megadeth followed with another intense performance, tearing through cuts like 1986's "Peace Sells." Frontman Dave Mustaine's red mane swung in his face as he shredded on

a golden Flying V, unfazed by technical problems. "I held my anger in for the whole set," says Mustaine. "But at the end, I kicked my guitar into pieces."

The unparalleled aggression of Slayer's set inspired the day's most brutal mosh pits. In a moving moment, guitarist Jeff Hanneman – sidelined this year by a flesh-eating bacterial condition that withered his right arm – made a surprise appearance, defiantly dis-

**"We're back to being buddies again," says Megadeth's Dave Mustaine.**

playing his scarred limb while he played on "South of Heaven" and "Angel of Death." "It was so fucking great being on-stage again," Hanneman says. "I could see the look in the kids' eyes when I got up there."

Ultimately, the night belonged to Metallica. Taking the stage around 8:30, the band ripped into 1984's "Creeping Death." Frontman James Hetfield led the crowd in a "Die! Die!" chant – the first of many epic singalongs in a career-

spanning two-and-a-half-hour set. During "Enter Sandman," fans started a roaring bonfire in the mosh pit. Later, Hetfield called the other bands onstage for a raucous cover of U.K. metal pioneers Diamond Head's "Am I Evil." The crowd erupted when Mustaine – who was unceremoniously kicked out of Metallica in 1983 – was the first to appear. "That morning, James sent me a text saying, 'Are you ready to kick ass?'" says Mustaine. "We're buddies again."

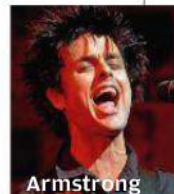
At a photo shoot that evening, Metallica guitarist Kirk Hammett hugged Slayer's Kerry King, and Metallica drummer Lars Ulrich good-naturedly teased his Megadeth counterpart, Shawn Drover, about his perfect hair. "The camaraderie is real," Ulrich says. "A segment of the metal community would rather have us still feuding, but there's nothing to be competitive about now." While Metallica are discussing a possible new album and tour, their immediate priority is the Big 4, who will play Yankee Stadium in September. "This thing should play more places," says Ulrich. "Still, I don't think it will turn into a 40-date arena tour. That would make it less special." **MATT DIEHL**

## Green Day

★★★★½

St. James Theatre  
April 24th, New York

Billie Joe Armstrong gave his farewell performance as St. Jimmy in the Broadway production of *American Idiot* – on the show's closing night – and then gave more. After the final bows, the singer-guitarist and the rest of Green Day plugged into the house band's gear and took off for an hour of mayhem. Delighted cast members drank beer, played air guitar and even stage-dived into the crowd as Green Day reprised songs from the score, including the full "Jesus of Suburbia," and played nuggets from 1994's *Dookie*. Full of mischief even after doing two shows, including a matinee, that day, Armstrong led Green Day into a blitzkrieg tease of the theme to the TV-cartoon series *Spider-Man* – a wry salute to the troubled U2-related musical two blocks away – but also marveled at his own journey to the Great White Way. "I never thought," he said, looking at the stage set, "I'd see my bedroom on a Broadway stage." **DAVID FRICKE**



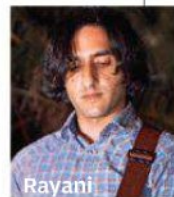
Armstrong

## Explosions in the Sky

★★★★½

Hollywood Forever Cemetery, April 30th  
Los Angeles

"Let's wake the dead," urged guitarist Munaf Rayani as Explosions in the Sky blasted monster waves of gorgeous noise over the crowd at L.A.'s spookiest venue – the cemetery where everyone from Johnny Ramone to Cecil B. DeMille is buried. If no celebrity zombies actually emerged from the ground, it wasn't for lack of effort by the Texas crew – a drummer, three guitarists and a multi-instrumentalist – whose 90-minute set focused on their new LP, *Take Care, Take Care, Take Care*. Sometimes the pointillist precision of tracks like "Trembling Hand" devolved into undifferentiated squall, but there are worse problems to have at a noise-rock show. **MIKAEL WOOD**



Rayani

CLOCKWISE FROM BOTTOM RIGHT: GRAEME FLEGENHEIMER; MICHAEL TRAN/FILMMAGIC; TIM MOSENFELDER/GETTY IMAGES; EUGENE GOLOSUKY/WIREIMAGE; MICHAEL TRAN/FILMMAGIC; KEVIN WINTER/GETTY IMAGES

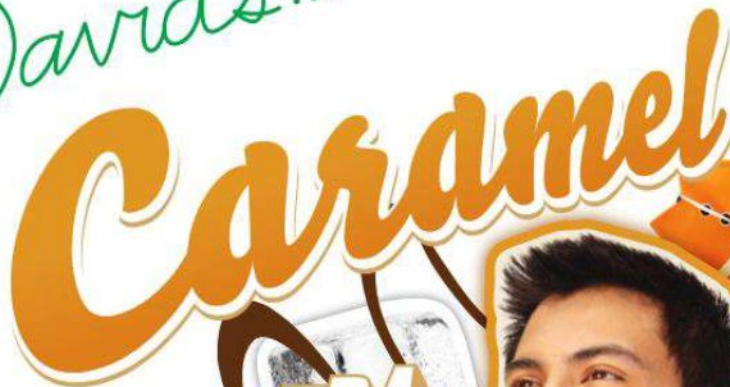


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A stylized illustration featuring a man's face (David) looking upwards, a glass of caramel sauce, and a small orange object. The word "Caramel" is written in a large, orange, bubbly font with a white outline. The word "David's!" is written in a green, cursive font in the top left corner. The background is white with some faint, abstract shapes.**EXTRA**

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## IN THE STUDIO

# On First Disc for Own Label, Wilco Revel in Total Freedom

Band's eighth studio disc ranges from gorgeous country to raw art pop

**W**ILCO'S JEFF TWEEDY claims there are "two strong threads of material" on Wilco's next album, now in the overdub-and-mixing stage and due out in the fall. The singer-guitarist-songwriter characterizes one style as "languid, atmospheric country music" – a perfect description

**Album** Get Well Soon  
Everybody  
**Due Out** Fall

of the spaced-cowboy twang and melodic allure of "Black Moon" and "Whole Love."

The other, Tweedy says, "is a little weirder – snot-nosed, obnoxious pop songs." "Art of Almost" is a bold seven-minute example. Opening with electronic crackle and throb, the track veers into a dark-mood shuffle with Tweedy singing in a pensive tone about mixed emotions ("I heard a faint olé/True love, but I had other ways to hurt myself"). Then, after a series of orchestral keyboard swells, the band lurches into an extended, pummeling garage-rock coda – Wilco do the Stooges.

"That started as a much simpler song, like something that would have been on [Neil Young's] *Tonight's the Night*," Tweedy says. He likens "Art of Almost" to "a poem you leave in a typewriter and a whole bunch of friends go by, typing something into it. At some point, each member of Wilco had a crack at shaping that song. And that's where it ended up."

The new record has the working title of *Get Well Soon Everybody* – "I think it's a healthy amount of sincerity," Tweedy says without a shred of irony – and was made in Wilco's Chicago studio, the Loft, over sessions that started last summer. The album will be the first on Wilco's own label, dBpm (short



**TWEEDY DOES IT**  
The Wilco leader in the band's Chicago studio, the Loft

for decibels per minute), and Tweedy's third with the most stable Wilco he's ever had: bassist John Stirratt, drummer Glenn Kotche, guitarist Nels Cline, keyboard player Mikael Jorgenson and multi-instrumentalist Pat Sansone.

"This lineup was designed around performing the material on [2002's] *Yankee Hotel Foxtrot* and [2004's] *A Ghost Is Born*," Tweedy contends. "Now I'm writing material that fits

**"We've been free in our minds and hearts for so long," says Tweedy.**

the group." The new album and its predecessors, 2007's *Sky Blue Sky* and 2009's *Wilco*, he says, "have been about the luxury of exploring what you can do once you reach a level of intuition with each other."

"Jeff likes to get in early, when songs haven't even happened yet, and originate things in a jamming way," says Stirratt, who has been in Wilco since Tweedy started the group

in 1993. "The band has a real part in shaping it all, although early sessions can be a little strange – I can tell he's working the songs out in his head."

Ultimately, Wilco recorded more than 20 songs for the new album, out of "the things I had coming in, which was somewhere in the fifties or sixties," Tweedy estimates. One song, finished and in consideration for the final running order, is 10 verses and 14 minutes long. "If it makes it on, we might have to put out a double record."

Wilco won't have to seek anyone's permission, either. "We've been free in our minds and hearts for so long, this was bound to happen," Tweedy says of running his own label, after nearly two decades of working for major record companies. "Maybe I say this stuff every time, but I thoroughly enjoy doing what I get to do. And I honestly believe it when I say I don't remember having this much fun making a record."

"But that's the kind of shit that makes people hate you," he adds, laughing, "when you say it out loud."

DAVID FRICKE



## Joe Jonas Hits the Club

**Album** Title TBD  
**Due Out** Summer

On a recent afternoon at Hollywood's Jim Henson Studios, Joe Jonas is grooving to a techno-pop beat. Dressed in jeans and a black leather jacket with his hair cropped short, he mouths along to "Fast Life," a potential track for his solo debut. "I love electronic European sounds that are just big," says Jonas, 21. "I wanted to make a record that a DJ would be attracted to." He cues up another new tune: the goth-y, psychedelic "Blacklight," which he describes as "some kind of crazy-underground-party-Beatle-drug mix." After trying out beachy power pop at early sessions last year, Jonas gravitated toward a hard-edged dance vibe, working with producers including electro maestro Danja (Britney Spears) and Rob Knox and James Fauntleroy (Rihanna). He spent most of February pulling 12-hour days in the studio with Knox and Fauntleroy. "We'd work from 4 p.m. to 4 a.m., then go get something to eat together in the morning," Jonas says. "It was intense, but we loved it."

JENNY ELISCU

## STUDIO NOTES

### Iggy Pop plans mellow pop LP

Iggy is working on a follow-up to 2009's *Préludaires*, covering classic pop tunes like the Beatles' "Michelle" and Fred Neil's "Everybody's Talkin'." "I've been doing American and French [songs], mostly ballads," he said recently.

### Modest Mouse record with Big Boi

The Seattle-area crew's next album may include production by OutKast's Big Boi, who joined the group in the studio this spring. "We made a couple of records that are just jamming," the MC said. "It's a hodgepodge of funkiness."



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# BREAKING



**HEART OF GOLD**  
The Head and the Heart's Chris Zaslache, Tyler Williams, Russell, Kenny Hensley, Thielen and Johnson (from left)

## Seattle Folk Rockers Bliss Out on Sunny, Harmony-Soaked Debut

The Head and the Heart win fans from pizza parlors to Bonnaroo

**T**O UNDERSTAND THE overwhelming optimism of Seattle folk-rock band the Head and the Heart, just look at how they conquered Boise, Idaho. After their gorgeous, harmony-fueled ballads failed to win over a nightclub crowd, the six-piece set up at a nearby pizza place and played acoustically into the wee hours. The following morning, they played for free again at a farmers market.

Their next Boise show a few weeks later was packed. "Some people were from the club, some from the pizza place, others from the market," says singer-guitarist Josiah Johnson, who writes most of the songs with

co-founder Jon Russell. And though they're big enough for a prime slot at this summer's Bonnaroo, this month they'll be back at the pizza place after another Boise gig. "They give us free pizza!" says violinist-singer Charity Thielen.

In the past year, the band has played 200 shows and sold 30,000 copies of its debut LP, which Sub Pop rereleased this spring. But Thielen still lives with her parents, who constantly post on the group's Facebook page. "We are a very uncool band," Russell says.

He and Johnson moved to Seattle and met at an open-mic night in 2009. All the band members are in their early- to mid-twenties, and four of them lived together while they were making the record. "The neighbors hated us," says Johnson.

So they began to rehearse at the piano room of the Seattle Public Library. "Down in the Valley" was written and composed in that library," says Russell of their breakout tune. "Then the librarians told us, 'We enjoy the harmony, but you're really loud.' They finally kicked us out."

And while the dreamy folk pop on their debut has moments of melancholy, they are way more into positivity. "If there is such a thing as a neo-folk movement happening now," Johnson says, "it's simply a reflection of the fact that music had become so negative, bands decided to go in a different direction. We are shamelessly happy." **CHARLES R. CROSS**

Hear the Head and the Heart's debut at [rollingstone.com](http://rollingstone.com).

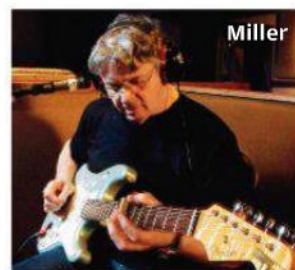
## CHECKING IN

### Steve Miller

On going back to his roots on new blues LP, monster summer tour

**BLUES BROTHERS** In 1957, when Steve Miller was just 14, he formed a band with his best friend, Boz Scaggs, and began playing gigs around their hometown of Dallas. "Every Friday and Saturday night we played fraternity gigs," Miller says. "By the time I got to college I had played 1,000 gigs." The young band filled its set with blues covers by Jimmy Reed, Willie Dixon and Muddy Waters. Now, more than 50 years later, Miller is revisiting that material for his new studio LP, *Let Your Hair Down*.

**THE ALBUM** In 2009, Miller booked time at George Lucas' Skywalker Ranch and cut 42 blues songs with producer Andy Johns, best known for his work on *Exile on Main Street*. "I didn't approach this like a 'blues covers' record," says Miller. "I approached them like I wanted to make each one of these a hit



Miller

single. It started to feel like 1967 when we were in the studio." Among the tracks that made the cut on the record are Dixon's "Pretty Thing," Waters' "Can't Be Satisfied" and Reed's "Close Together." "The songs were all hit singles in the South," says Miller.

**WHAT'S NEXT** A massive summer tour with Gregg Allman on some dates. "My set list is always 14 greatest hits and nine different songs besides that," Miller says. "We'll probably do four or five from the new album." And while he hasn't released an album of original material since 1993, he's recently written a few new tracks—drawing inspiration from an unlikely source. "All week long I've been listening to Prince," he says. "It makes me want to make original pop songs." **ANDY GREENE**

## ON THE CHARTS

### 'Down on Me'

Jeremih and 50 Cent cook up a sleeper R&B smash

It took Jeremih only five minutes last year to write the criminally catchy hook for "Down



Jeremih

on Me," the raunchy jam that has since skyrocketed to Number Four on the *Billboard*

charts and sold 1.8 million downloads. "I knew it was a hit, but it needed another voice to take it to the top," says the Chicago singer, 23, previously best known for 2009's "Birthday Sex." So he called 50 Cent, who sent it back the next day with two slick verses. "50 doesn't do a lot of features, so I wasn't

sure if he would do it," says Jeremih. "When I heard him on the song, it was a surreal moment of shock." "Down on Me" has gone on to rack up monster airplay and club spins. Says Jeremih, "There's no greater feeling than hearing your song in the club and seeing all the girls start dancing."

**SIMON VOZICK-LEVINSON**



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# Ask Dr. OZZY

**Q** I'm attracted to my fiancée in many ways – except one. That's why I'm thinking of surprising her with a gift of a breast enhancement. Any tips for how I might go about doing this?

—David, Oregon

**A** You need to think about this very carefully. I mean, if I suggested a boob job to Sharon, she'd surprise me with a gift of a fucking divorce. Even if your fiancée turns it down nicely – not everyone wants invasive surgery – it's gonna be a bit awkward every time you're out on the town and she catches you ogling some hot chick across the room with gigantic knockers. I'd stick to buying her a box of chocolates, if I were you.

**Q** My parents recently announced they've been avid marijuana smokers since I was a kid. I like weed as much as the next guy, but I'm not sure I'm ready to start toking with the family at Thanksgiving. Am I being uptight?

—Vanessa, Vermont

**A** How the fuck didn't you notice this when you were growing up? I mean, when my dad went out on a Saturday night, he'd come home singing "Knees Up Mother Brown" at the top of his voice, drop a cigarette down the back of the sofa and set the fucking house on fire. It didn't exactly take Sherlock Holmes to work out what was going on. You need to be asking yourself what else has been happening in your

life that's passed you by, not worrying about your folks lighting up the occasional fat one at the dinner table.

**Q** I partied a little too hard a few months ago and pissed myself. Now it's all my buddies can talk about. How do I get them to let it go?

—Jonah, Michigan

**A** A very wise man in a pub once said to me, "Son, if you ain't ever shit your own pants in the middle of the day, you ain't ever been a serious drinker." The same goes for pissing yourself – which I used to do pretty much every night in the Eighties. Tell your buddies it's the mark of a true professional – right up there with choking to death on your own vomit.

**Q** I met a girl who's superhot, but she has an intense body-odor issue. She won't wear deodorant because she thinks it causes everything from Alzheimer's to ozone depletion. Any advice?

—Eric, California

**A** If the aroma of wicked-smelling pits doesn't interfere with your boner, then just put up with it, 'cause superhot chicks don't come along very often. Otherwise, try scented candles. Or a gas mask.

If you want Dr. Ozzy's advice about health, sex and family matters, go to [rollingstone.com/drozy](http://rollingstone.com/drozy).

## IN THE NEWS

### Morello records union-benefit album

Under his folk moniker, the Nightwatchman, **Tom Morello** has released *Union Town*, an eight-song set inspired by his



Morello

February trip to Madison, Wisconsin, where the guitarist rallied against Gov. Scott

Walker's anti-union bill. Proceeds benefit the America Votes Labor Unity Fund. The set includes versions of labor classics like "16 Tons" and "This Land Is Your Land," plus Morello's own "Union Town," written the day after the rally. "Tyrants around the globe are falling," says Morello. "I wanted to make a soundtrack about it." In other Morello news, **Rage Against the Machine** have scheduled their first U.S. show of 2011, playing in Los Angeles on July 30th with **Muse**.

### Pumpkins reissue Nineties discs, hit studio

This fall, **Smashing Pumpkins** will reissue their breakthrough early discs – 1991's



Corgan

*Gish*, 1993's *Siamese Dream* and the 1994 B-side compilation *Pisces Iscariot* – with bonus

material, featuring previously unreleased demos. (The rest of the band's catalog, including 1995's *Mellon Collie and the Infinite Sadness*, will follow.) "There's a lot of stuff we have that no one's ever heard," says **Billy Corgan**, whose current version of the Pumpkins will release a new LP, *Oceania*, around the same time. "My friends say it reminds them of what they always liked about the Pumpkins, but fresh."

### Bon Jovi tour rolls on as guitarist enters rehab

**Richie Sambora** entered rehab for alcoholism last month, with L.A. session guitarist **Phil X** filling in for him



Sambora

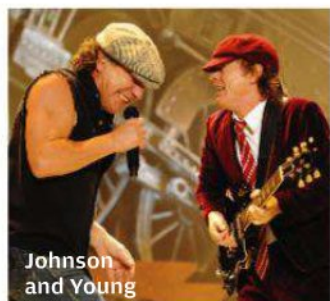
in Bon Jovi. "Our support for Richie is absolute," the group, currently touring North America

and Europe, said in a statement. "He is, and will remain, a member of Bon Jovi." **Bon Jovi** dedicated "Livin' on a Prayer" to Sambora at a recent gig. There is no word yet about when he will return.

## AC/DC Shoot to Thrill With Live DVD

"The fans want to see that you can still do it," says Angus Young

**I**N DECEMBER 2009, DURING their monster 20-month *Black Ice* tour, AC/DC returned to Argentina for the first time in 13 years, playing three nights in a Buenos Aires soccer stadium to 200,000 of that city's rabid fans. The new concert movie *AC/DC: Live at the River Plate* (out on DVD and Blu-ray) documents those epic shows. "You'll see us give it everything in Argentina," says singer Brian Johnson, hanging out in London with guitarist Angus Young the night before the premiere. "If you're not



Johnson and Young

sweating when you come off stage, something's wrong."

The tour hit 28 countries, but the Buenos Aires fans "were as crazy as they've always been," says Young. And even after decades of shows, it still isn't easy. Says Johnson, "We never even drink before a gig, because it has to be right." The film,

shot in HD with 32 cameras, is packed with revved-up versions of *Black Ice* tracks alongside a major dose of classics, from "Whole Lotta Rosie" and "T.N.T." to "Back in Black" and "You Shook Me All Night Long." Says Young, "The fans want to see that you can still do it."

A DVD bonus feature, "The Fan, the Roadie, the Guitar Tech and the Meat," includes behind-the-scenes footage from the shows, although the pair decline to reveal exactly what happened backstage in Argentina. "Nobody would believe me if I told them," says Young. Adds Johnson, "Let's just say there's no herbal *fuckin'* tea."

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# Andy Samberg

The *SNL* star on his joke-rap trio's new LP, getting dirty with Michael Bolton and hanging with Weird Al

By Austin Scaggs

**T**HE BEST JOKE RAPPERS ALIVE ARE back: *Turtleneck & Chain*, the second album from Andy Samberg's trio, the Lonely Island, collects new gems along with classic *Saturday Night Live* bits like the Justin Timberlake duet "Motherlover" and the Nicki Minaj collabo "The Creep" – a viral smash that has racked up more than 20 million YouTube views in three months. "It's crazy, it's awesome, and we're ecstatic about it," says Samberg, 32, who met his Lonely Island partners, Akiva Schaffer and Jorma Taccone, in middle school in Berkeley – before all three went on to *SNL* glory. Snoop Dogg and Beck guest on the album, but Michael Bolton steals the show with some seriously crude crooning. Says Samberg, "That dude is king!"

**Did you write Snoop's part for "Turtleneck & Chain" ("Say you wanna be under my chest/This turtleneck is like one of my best")?**

Oh, you mean the Doggfather? Our collaborator and homeboy? We sort of broke down the track with him, then said, "Do your thang." I want to specify that I said *thang* with an "a." He crushed it.

**How'd you get into rap?**

We grew up in the Bay Area, so it started with Too \$hort. N.W.A's *Straight Outta Compton* and Eazy-E's *Eazy-Duz-It* were huge for us. We were up on the Beastie Boys and Run-DMC – *Licensed to Ill* and *Raising Hell* were the first cassettes I bought. First CD was the *Boyz n the Hood* soundtrack. We got crazy into the Pharcyde, all the Hieroglyphics stuff, Wu-Tang, E-40... I could talk about it for a long time.

**So you weren't that into rock?**

There was a superdeep punk scene in Berkeley, but it wasn't necessarily our scene in high school. I'd definitely put on my headphones and listen to Pink Floyd when I was a sophomore. And Bob Dylan is my top artist ever. *Blood on the Tracks* is the best – every phase of my life that I go

through, every time I come back to that record, it has a new kind of meaning to me.

**Did you guys listen to a lot of Weird Al?**

A ton. "Eat It" was a big one, and the "Fat" album. We've now met him, and that was a moment where time stopped for us. "It's fucking Weird Al!" He's one of the nicest people I have ever met.

**Do you remember your first time onstage?**

In preschool, we did *Where the Wild Things Are*, and I was one of the wild things. And I was Daddy Warbucks in my third-grade production of *Annie*. I had a big-ass head of hair – not very convincing. At summer camp, I used to do sketches about life at camp. For me, *SNL* is like the summer camp of the country. You pool all of the most important headline-y and gossipy things from the week, and put them into a show.

**How did you get Michael Bolton to sing, "This whole town's a pussy waiting to get fucked"?**

We wouldn't stop asking. We felt like that song was perfect for him – and we were right. He destroys that song.

**I love your Jack Johnson bit on *SNL*. How do you get into character?**

Man, you've just got to take your shoes off. Jack is the most chilled-out guy I've ever met.

**I've read you also do an impression of Adam Duritz having sex. What's the key?**

There's a lot of grunting, and "Mr. Jones" is thrown in.

**Which musicians are genuinely funny?**

Josh Homme, Justin Timberlake, T-Pain. The Beastie Boys are the funniest dudes to ever work in music.

**Ever parodied them?**

There's a video of me and my friend James in sixth grade, rapping along to "Paul Revere." At some point he's doing a verse, and I start mooning him right next to his head. Then he elbows me for basically putting my ass in his face, and I stumble back and smash my head on a bookcase so fucking hard. Then I did that little-kid thing, where you're supermad and embarrassed: "Turn off the fucking music, man!"

**Who have been your favorite musical guests on *SNL*?**

Arcade Fire kill it every time they're there. Beyoncé was one of the craziest performers I've ever seen. Certainly Prince. I saw him play in L.A. last week – it was incredible. At the beginning of the show, he's like, "Are you guys down to stay with me all night?" and everyone cheers, and he goes, "We'll see." And then he's right, because half the audience bailed. He did, like, eight encores. That dude clearly bones for hours. He's the Sting of being Prince.







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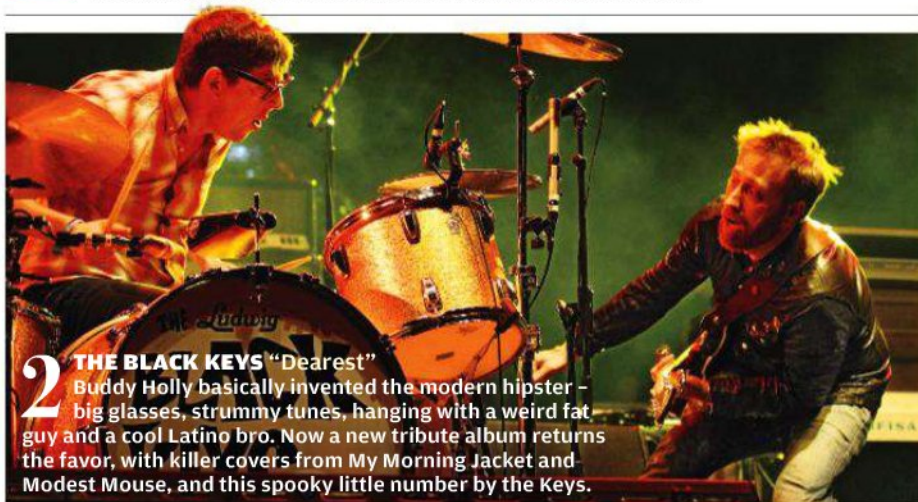
Maker's Mark® Bourbon Whisky and Maker's 46™ Bourbon Whisky,  
45% and 47% Alc./Vol., ©2011 Maker's Mark Distillery, Inc. Loretto, KY

# HOT LIST



## 1 LADY GAGA "Judas" video

What would happen if Fellini put *The Wild One* in a blender with the videos for "Like a Prayer" and "Beat It" (plus blueberries - antioxidants!) and chugged the resulting smoothie? You'd get Gaga's latest high-budget fantasia, which recasts the 12 Apostles as a glam motorcycle gang.

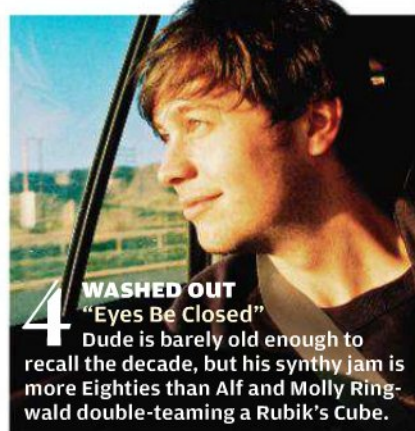


## 2 THE BLACK KEYS "Dearest"

Buddy Holly basically invented the modern hipster - big glasses, strummy tunes, hanging with a weird fat guy and a cool Latino bro. Now a new tribute album returns the favor, with killer covers from My Morning Jacket and Modest Mouse, and this spooky little number by the Keys.

## 3 STEVIE NICKS In Your Dreams

First of all, most Narnia-rific album cover ever: Stevie and a white stallion in a forest bathed in golden light. And the songs are just as full-on Nicksonian - like the *Twilight*-meets-*Rumours* power ballad "Moonlight (A Vampire's Dream)." (Seriously - that's what it's called!)

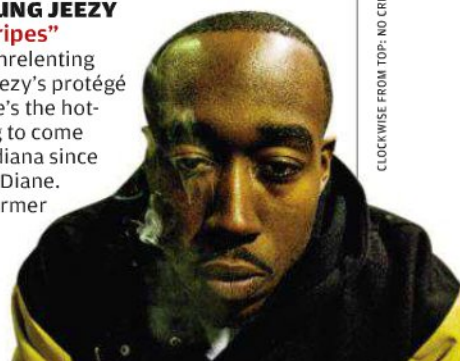


## 4 WASHED OUT "Eyes Be Closed"

Dude is barely old enough to recall the decade, but his synthy jam is more Eighties than Alf and Molly Ringwald double-teaming a Rubik's Cube.

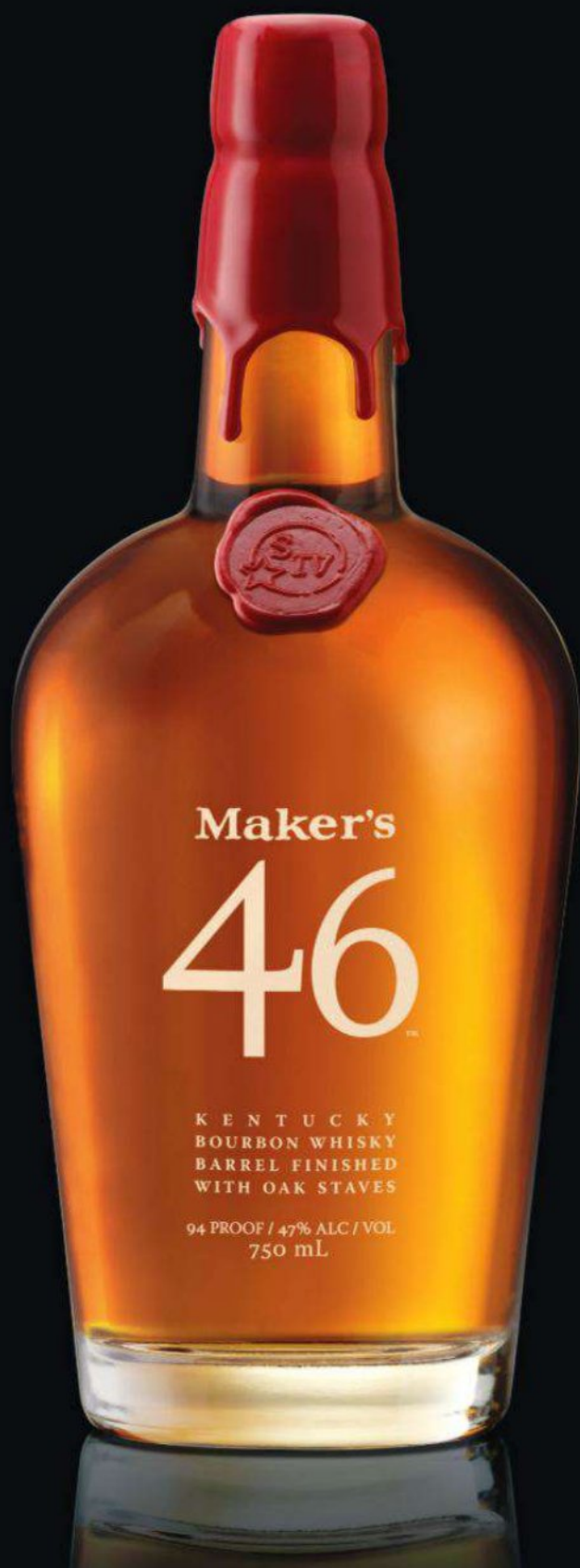
## 5 FREDDIE GIBBS FEAT. YOUNG JEEZY "Stripes"

On this unrelenting single, Jeezy's protégé proves he's the hottest thing to come out of Indiana since Jack met Diane. (Sorry, former senator Evan Bayh!)



CLOCKWISE FROM TOP: NO CREDIT; STEVE C. MITCHELL/EPA/LANDOV; BLAIR GREENE; VIRGIL SOLIS; MIKE COPPOLA/WIREIMAGE





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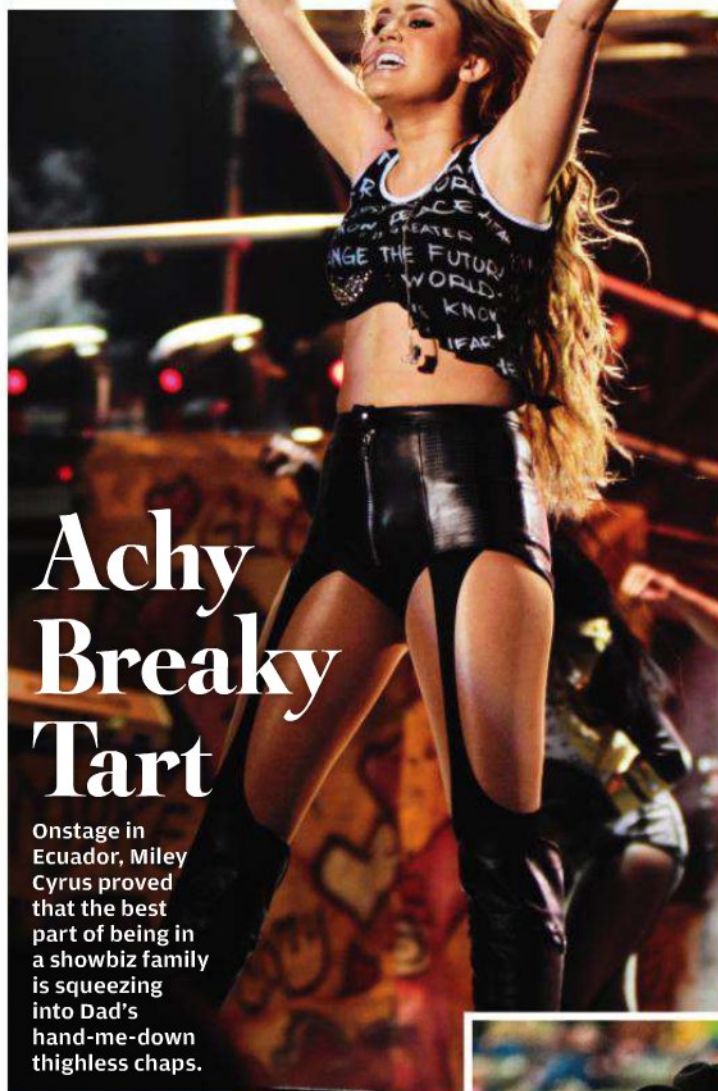
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"Now Trump can get back to the issues that matter—like where are Biggie and Tupac?"—President Obama

# Random Notes



## Achy Breaky Tart

Onstage in Ecuador, Miley Cyrus proved that the best part of being in a showbiz family is squeezing into Dad's hand-me-down thighless chaps.



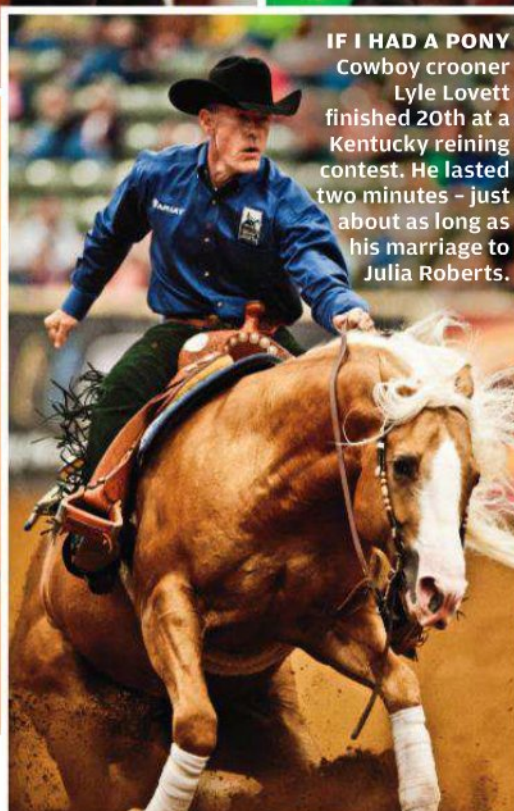
**MODERN LOVE**  
Rihanna shoved Iman aside as she locked eyes with David Bowie at a New York fundraiser.



**WHAT THE PUCK?**  
Elvis Costello and wife Diana Krall were accosted by a jazz-loving alien at the NHL finals in Vancouver.



**GOLDEN GODS**  
In New York, Michael Stipe embraced Betty White before whispering, "Thank you for being a friend."



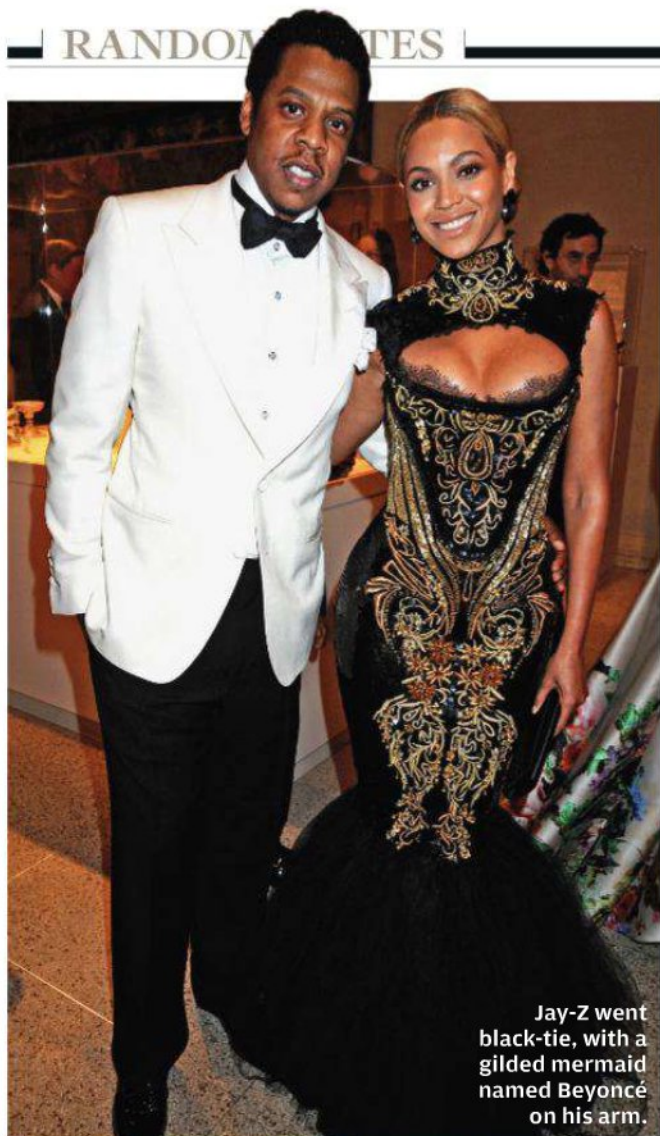
**IF I HAD A PONY**  
Cowboy crooner Lyle Lovett finished 20th at a Kentucky reining contest. He lasted two minutes—just about as long as his marriage to Julia Roberts.



**YOU MAKE SCRUBBING FUN**  
Legendary auto-detailer Mick Fleetwood raised dough for Japan at a charity carwash in Maui.

CLOCKWISE FROM TOP LEFT: JOSE JACOME/EFE/ZUMA; SARA JAYE WEISS/STARTRAKS PHOTO.COM; JEFF VINNIK/NHLI VIA GETTY IMAGES; DEREK SHOOK/SPLASH NEWS; AMY KATHERINE DRAGOO/POLARIS; WALTER MCBRIDE/WIM PHOTOGRAPHY





Jay-Z went black-tie, with a gilded mermaid named Beyoncé on his arm.



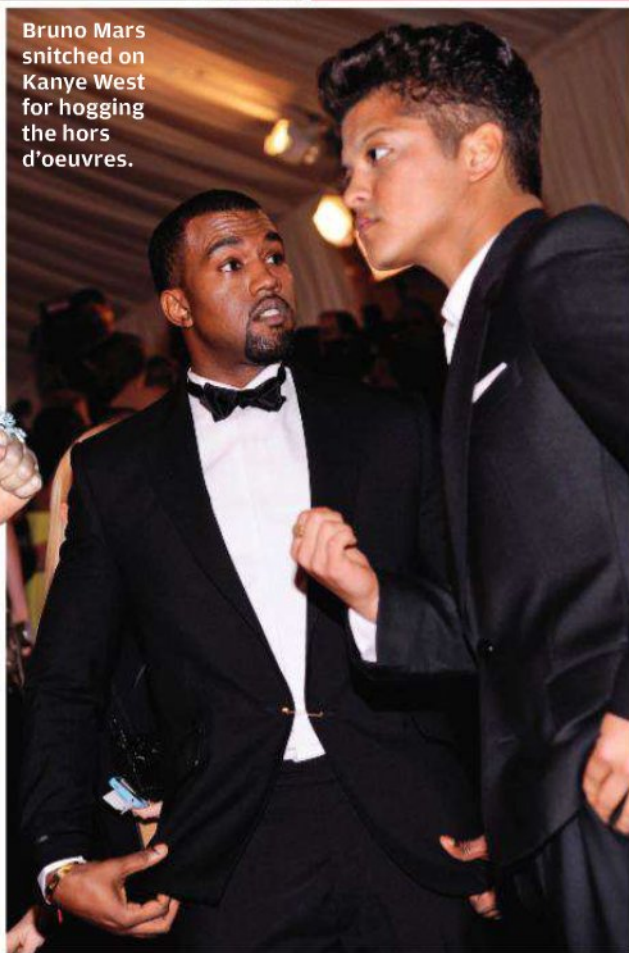
Taylor Swift once said, "I don't want people to think of me as sexy." Oops!

## Night at the Museum

They call the Metropolitan Museum of Art's annual Costume Institute Gala the "East Coast Oscars," but this year's installment should have been nicknamed the Glammys, as music's biggest (Madonna! Jay-Z!) and badonkiest (Jennifer Lopez!) stars made the scene in their most daring duds. The evening, which was dedicated to the late designer Alexander McQueen, began with dinner beside the ancient Egyptian Temple of Dendur. Next up was a performance by Florence and the Machine, who covered Bowie's "Rebel Rebel," then raised the wings on her flowing yellow gown and magically flew away. So haute!



Determined to keep her figure, Madonna burned calories between courses.



Bruno Mars snitched on Kanye West for hogging the hors d'oeuvres.



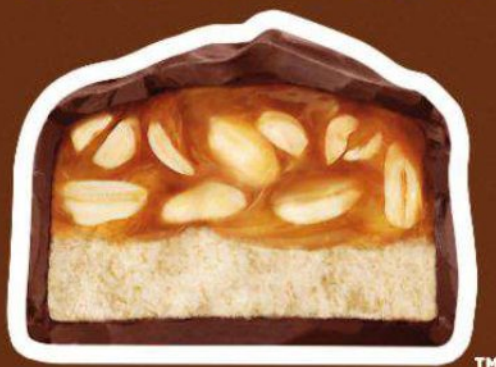
A Beatle and a Stone united to become the omnipotent two-headed superstar known as MickCartney.

CLOCKWISE FROM TOP LEFT: RICHARD YOUNG/STARTRAKSPHOTO.COM; CHARLES SYKES/REX USA; RICHARD YOUNG/STARTRAKSPHOTO.COM; JUSTIN LANE/EPA; RICHARD YOUNG/STARTRAKSPHOTO.COM





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THE STORY OF O  
Oprah's final show  
airs May 25th.

# The United States of Oprah

With her boundless ego and relentless drive, she forged a pop-culture empire. So what does TV's biggest star do next? By Rob Sheffield

**W**HY DO PEOPLE LOVE Oprah so ferociously? Let's put it this way: If you could hand your enemies list over to one person, from all of human history, and say, "Beat all these people up for

## The Oprah Winfrey Show

Weekdays, 4 p.m., syndicated

me," who would you pick? I bet more Americans would choose Oprah than anyone else. (She'd probably be third on my list, after Charles Bronson and Ajax from *The Iliad*.) That lady is intense. For all her trademark warmth and positivity, there is something absolutely terrifying about her emotional aggressiveness. She's more Tony Soprano than Phil Donahue.

At this point, Oprah is bigger than TV – in fact, future generations may remember TV as "the thing Oprah was on," the way we mostly remember iambic pentameter as Shakespeare's format. And for the farewell season of her talk show, she's pulling out all the stops for a lavish celebration of herself. Every day is a countdown to the final episode, full of famous guests and

teary tributes, collecting compliments as if they are at gunpoint. She's also documenting it all in *Oprah Behind the Scenes*, on her new Oprah Winfrey Network. Ridiculous? Of course. Amazing? Definitely. It's a tribute to the America she built in her own image.

So why is she quitting? Nobody knows – her guests are too scared to ask. Chris Rock is the only one who's had the guts to ask the question point-blank: "Oprah, where the hell are you going?" She replied, "I thought it was time – 25 years, a solid quarter-century. Enough already." But Rock wasn't buying it. "Coca-Cola don't think that way! 'Oh, people got enough to drink! We're not gonna sell them anymore!'"

It's a good question: Where is she going and why? Everybody assumes she's just riding out the contract on her syndicated show, so once she's done she can start all over on her own turf. So why bother with the grandiose farewell tour? Because she's Oprah and she knows her fans crave seeing her flex her power. When Rock was on, she showed a clip from the Kennedy Center Honors, where he roasted her last win-

ter. As she sat beside the president, Rock quipped, "The most powerful person in the world. And right next to her, Barack Obama! Hey, he didn't get her a job – she got *him* a job!"

As any *Us Weekly* body-language expert could tell you, the president hated the joke, flashing one of his pained grins. But Oprah *loved* it. (So did Michelle, by the looks of it.) Oprah glows when her

## THE WATCH LIST

### The Voice

Tuesdays, 10 p.m., NBC

A singing contest with Carson Daly and Christina Aguilera? Throw in Dr. Drew and this could be *TRL Detox*. But with a focus on team combat, this *American Idol* clone ends up more like a musical *Real World/Road Rules Challenge*. The smart money is on Team Cee Lo all the way.

### 4th and Forever

Thursdays, 9 p.m., Current

This gritty reality series follows the football players and coaches of Long Beach Polytechnic High School – think *Friday Night Lights* with genuine poignancy, and real desperation, in the air. R.S.

guests talk about how powerful she is and her fans love her self-adoration. That's how she built the biggest empire, with the most fanatical audience, in pop culture.

Personally, I would gladly catch a .38 slug in my teeth for Oprah – although admittedly, part of me would be thinking, "Maybe Oprah will have a special People Who Took Bullets for Me Day." For those of us who adore Oprah, her cult can be hard to explain, since she drives a lot of sensible people crazy for all kinds of valid reasons. Her detractors like to point out her egomania and her vanity. But that's like accusing Spider-Man of climbing walls. *Of course* Oprah likes herself. That's her superpower. The Oprah-natrix's special afternoon cocktail of hyperbolic toughness, boundless self-confidence and unshakable righteousness is what we crave. Not only does she see the world in terms of her own willpower, she convinces the world to agree. We want her to strut and crack the whip – while we fold our laundry. If you aren't getting in touch with your feelings fast enough for her, she is going to *make* you get in touch with those feelings, pronto.

To understand the cold-blooded master of the universe that lurks at Oprah's core, check out *Behind the Scenes*, where she stomps around the office without her makeup on, scaring the crap out of her staff, reveling in the power trip. She invites Jennifer Hudson onto the show. But Hudson tells the producers she refuses to discuss her weight loss. "I don't think Oprah's gonna like that," one producer says, quivering in terror. She's right – Oprah does not like that *at all*. "Oh, no, no," she fumes. "Now you've just walked down the wrong road. Because you are coming into *my* house. This is *my* house!"

And she's not talking about her show – she's talking about television, and she is absolutely correct. It *is* her house. And that's why nobody really believes she's leaving. This farewell season is Oprah's way of reminding America that she can get along without the country easier than the country can get along without her. **PS**





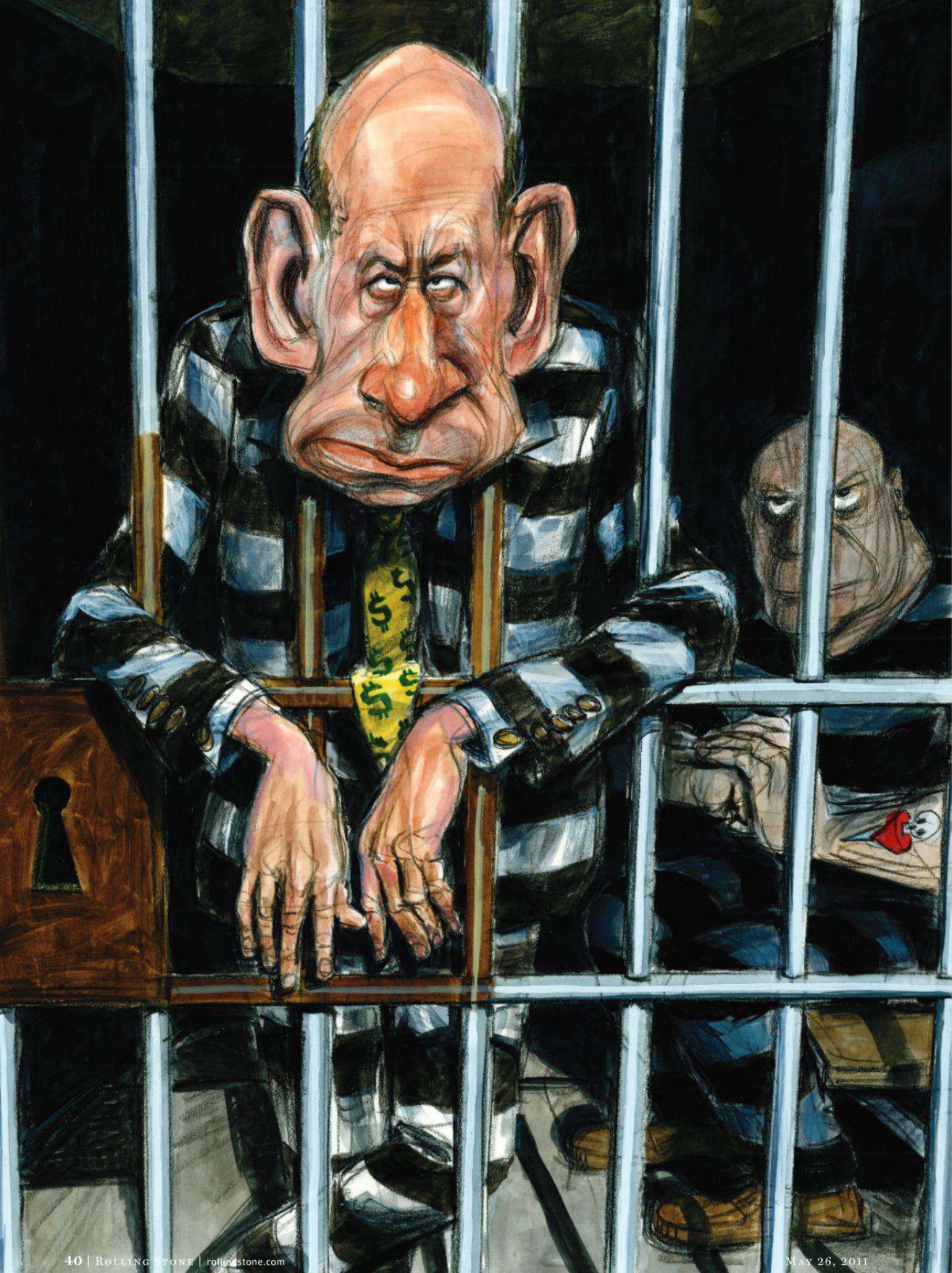
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THE BIG SCREEN.**

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# THE PEOPLE VS. GOLDMAN SACHS

A Senate committee has laid out the evidence. Now the Justice Department should bring criminal charges

By **MATT TAIBBI**

**T**HEY WEREN'T MURDERERS or anything; they had merely stolen more money than most people can rationally conceive of, from their own customers, in a few blinks of an eye. But then they went one step further. They came to Washington, took an oath before Congress, and lied about it.

Thanks to an extraordinary investigative effort by a Senate subcommittee that unilaterally decided to take up the burden the criminal justice system has repeatedly refused to shoulder, we now know exactly what Goldman Sachs executives like Lloyd Blankfein and Daniel Sparks lied about. We know exactly how they and other top Goldman executives, including David Viniar and Thomas Montag, defrauded their clients. America has been waiting for a case to bring against Wall Street. Here it is, and the evidence has been gift-wrapped and left at the doorstep of federal prose-

cutors, evidence that doesn't leave much doubt: Goldman Sachs should stand trial.

The great and powerful Oz of Wall Street was not the only target of *Wall Street and the Financial Crisis: Anatomy of a Financial Collapse*, the 650-page report just released by the Senate Subcommittee on Investigations, chaired by Democrat Carl Levin of Michigan, alongside Republican Tom Coburn of Oklahoma. Their unusually scathing bipartisan report also includes case studies of Washington Mutual and Deutsche Bank, providing a panoramic portrait of a bubble era that produced the most destructive crime spree in our history – “a million fraud cases a year” is how one former regulator puts it. But the mountain of evidence collected against Goldman by Levin's small, 15-desk office of investigators – details of gross, bald-faced fraud delivered up in such quantities as to almost serve as a kind of sarcastic challenge to the curiously impassive Justice Department – stands as the most important symbol of Wall Street's aristocratic impuni-

ty and prosecutorial immunity produced since the crash of 2008.

To date, there has been only one successful prosecution of a financial big fish from the mortgage bubble, and that was Lee Farkas, a Florida lender who was just convicted on a smorgasbord of fraud charges and now faces life in prison. But Farkas, sadly, is just an exception proving the rule: Like Bernie Madoff, his comically excessive crime spree (which involved such lunacies as kiting checks to his own bank and selling loans that didn't exist) was almost completely unconnected to the systematic corruption that led to the crisis. What's more, many of the earlier criminals in the chain of corruption – from subprime lenders like Countrywide, who herded old ladies and ghetto families into bad loans, to rapacious banks like Washington Mutual, who pawned off fraudulent mortgages on investors – wound up going belly up, sunk by their own greed.

But Goldman, as the Levin report makes clear, remains an ascendant company pre-



cisely because it used its canny perception of an upcoming disaster (one which it helped create, incidentally) as an opportunity to enrich itself, not only at the expense of clients but ultimately, through the bailouts and the collateral damage of the wrecked economy, at the expense of society. The bank seemed to count on the unwillingness or inability of federal regulators to stop them – and when called to Washington last year to explain their behavior, Goldman executives brazenly misled Congress, apparently confident that their perjury would carry no serious consequences. Thus, while much of the Levin report describes past history, the Goldman section describes an *ongoing* crime – a powerful, well-connected firm, with the ear of the president and the Treasury, that appears to have conquered the entire regulatory structure and stands now on the precipice of officially getting away with one of the biggest financial crimes in history.

Defenders of Goldman have been quick to insist that while the bank may have had a few ethical slips here and there, its only real offense was being too good at making money. We now know, unequivocally, that this is bullshit. Goldman isn't a pudgy housewife who broke her diet with a few Nilla Wafers between meals – it's an advanced-stage, 1,100-pound medical emergency who hasn't left his apartment in six years, and is found by paramedics buried up to his eyes in cupcake wrappers and pizza boxes. If the evidence in the Levin report is ignored, then Goldman will have achieved a kind of corrupt-enterprise nirvana. Caught, but still free: above the law.

**T**O FULLY GRASP THE CASE against Goldman, one first needs to understand that the financial crime wave described in the Levin report came on the heels of a decades-long lobbying campaign by Goldman and other titans of Wall Street, who pleaded over and over for the right to regulate themselves.

Before that campaign, banks were closely monitored by a host of federal regulators, including the Office of the Comptroller of the Currency, the FDIC and the Office of Thrift Supervision. These agencies had examiners poring over loans and other transactions, probing for behavior that might put depositors or the system at risk. When the examiners found illegal or suspicious behavior, they built cases and referred them to criminal authorities like the Justice Department.

This system of referrals was the backbone of financial law enforcement through the early Nineties. William Black was senior deputy chief counsel at the Office of Thrift Supervision in 1991 and 1992, the last years of the S&L crisis, a disaster whose pansystemic nature was comparable to the mortgage fiasco, albeit vastly smaller. Black describes the regulatory MO back then. "Every year," he says, "you had thousands of criminal referrals, maybe 500 enforcement actions, 150 civil suits and hundreds of convictions."

But beginning in the mid-Nineties, when former Goldman co-chairman Bob Rubin served as Bill Clinton's senior economic-policy adviser, the government began mov-

tor general described the program's regulatory army: "The Office of CSE Inspections has only two staff in Washington and five staff in the New York regional office."

Among the bankers who helped convince the SEC to go for this ludicrous program was Hank Paulson, Goldman's CEO at the time. And in exchange for "submitting" to this new, voluntary regime of law enforcement, Goldman and other banks won the right to lend in virtually unlimited amounts, regardless of their cash reserves – a move that fueled the catastrophe of 2008, when banks like Bear and Merrill were lending out 35 dollars for every one in their vaults.

Goldman's chief financial officer then and now, a fellow named David Viniar, wrote a letter in February 2004, commending the SEC for its efforts to develop "a regulatory framework that will contribute to the safety and soundness of financial institutions and markets by aligning regulatory capital requirements more closely with well-developed internal risk-management practices." Translation: Thanks for letting us ignore all those pesky regulations while we turn the staid underwriting business into a Charlie Sheen house party.

Goldman and the other banks argued that they didn't need government supervision for a very simple reason: Rooting out corruption and fraud was in their own self-interest. In

the event of financial wrongdoing, they insisted, they would do their civic duty and protect the markets. But in late 2006, well before many of the other players on Wall Street realized what was going on, the top dogs at Goldman – including the aforementioned Viniar – started to fear they were sitting on a time bomb of billions in toxic assets. Yet instead of sounding the alarm, the very first thing Goldman did was tell no one. And the *second* thing it did was figure out a way to make money on the knowledge by screwing its own clients. So not only did Goldman throw a full-blown "bite me" on its own self-righteous horseshit about "internal risk management," it more or less instantly sped way beyond inaction straight into craven manipulation.

"This is the dog that didn't bark," says Eliot Spitzer, who tangled with Goldman during his years as New York's attorney general. "Their whole political argument for a decade was 'Leave us alone, trust us to regulate ourselves.' They not only abdicated that responsibility, they affirmatively traded against the entire market."



#### THE FIRST OF MANY?

Lee Farkas is the only big financial crook to go to prison so far – but unlike Goldman, he didn't help cause the crisis.

ing toward a regulatory system that relied almost exclusively on voluntary compliance by the banks. Old-school criminal referrals disappeared down the chute of history along with floppy disks and scripted television entertainment. In 1995, according to an independent study, banking regulators filed 1,837 referrals. During the height of the financial crisis, between 2007 and 2010, they averaged just 72 a year.

But spiking almost all criminal referrals wasn't enough for Wall Street. In 2004, in an extraordinary sequence of regulatory rollbacks that helped pave the way for the financial crisis, the top five investment banks – Goldman, Merrill Lynch, Morgan Stanley, Lehman Brothers and Bear Stearns – persuaded the government to create a new, voluntary approach to regulation called Consolidated Supervised Entities. CSE was the soft touch to end all soft touches. Here is how the SEC's inspec-



**B**Y THE END OF 2006, GOLDMAN was sitting atop a \$6 billion bet on American home loans. The bet was a byproduct of Goldman having helped create a new trading index called the ABX, through which it accumulated huge holdings in mortgage-related securities. But in December 2006, a series of top Goldman executives – including Viniar, mortgage chief Daniel Sparks and senior executive Thomas Montag – came to the conclusion that Goldman was overexposed to mortgages and should get out from under its huge bet as quickly as possible. Internal memos indicate that the executives soon became aware of the host of scams that would crater the global economy: home loans awarded with no documentation, loans with little or no equity in them. On December 14th, Viniar met with Sparks and other executives, and stressed the need to get “closer to home” – i.e., to reduce the bank’s giant bet on mortgages.

Sparks followed up that meeting with a seven-point memo laying out how to unload the bank’s mortgages. Entry No. 2 is particularly noteworthy. “Distribute as much as possible on bonds created from new loan securitizations,” Sparks wrote, “and clean previous positions.” In other words, the bank needed to find suckers to buy as much of its risky inventory as possible. Goldman was like a car dealership that realized it had a whole lot full of cars with faulty brakes. Instead of announcing a recall, it surged ahead with a two-fold plan to make a fortune: first, by dumping the dangerous products on other people, and second, by taking out life insurance against the fools who bought the deadly cars.

The day he received the Sparks memo, Viniar seconded the plan in a gleeful cheerleading e-mail. “Let’s be aggressive distributing things,” he wrote, “because there will be very good opportunities as the markets [go] into what is likely to be even greater distress, and we want to be in a position to take advantage of them.” Translation: Let’s find as many suckers as we can as fast as we can, because we’ll only make more money as more and more shit hits the fan.

By February 2007, two months after the Sparks memo, Goldman had gone from betting \$6 billion on mortgages to betting \$10 billion *against* them – a shift of \$16 billion. Even CEO Lloyd “I’m doing God’s work” Blankfein wondered aloud about the bank’s progress in “cleaning” its crap. “Could/should we have cleaned up these books before,” Blankfein wrote in one e-mail, “and are we doing enough right now to sell off cats and dogs in other books throughout the division?”

How did Goldman sell off its “cats and dogs”? Easy: It assembled new batches of risky mortgage bonds and dumped them on their clients, who took Goldman’s word that they were buying a product the bank believed in. The names of the deals Goldman used to “clean” its books – chief among them Hudson and Timberwolf – are now notorious on Wall Street. Each of the deals appears to represent a different and innovative brand of shamelessness and deceit.

In the marketing materials for the Hudson deal, Goldman claimed that its interests were “aligned” with its clients because it bought a tiny, \$6 million slice of the riskiest portion of the offering. But what it left out is that it had shorted the entire deal, to the tune of a \$2 billion bet against its

Goldman dumped its  
crappy mortgages on  
its own clients, lied  
about where the deals  
came from – and  
then bet \$2 billion  
against the suckers  
who bought the crap.

own clients. The bank, in fact, had specifically designed Hudson to reduce its exposure to the very types of mortgages it was selling – one of its creators, trading chief Michael Swenson, later bragged about the “extraordinary profits” he made shorting the housing market. All told, Goldman dumped \$1.2 billion of its own crappy “cats and dogs” into the deal – and then told clients that the assets in Hudson had come not from its own inventory, but had been “sourced from the Street.”

Hilariously, when Senate investigators asked Goldman to explain how it could claim it had bought the Hudson assets from “the Street” when in fact it had taken them from its own inventory, the bank’s head of CDO trading, David Lehman, claimed it was accurate to say the assets came from “the Street” because Goldman was *part of the Street*. “They were like, ‘We are the Street,’” laughs one investigator.

Hudson lost massive amounts of money almost immediately after the sale was completed. Goldman’s biggest client, Morgan Stanley, begged it to liquidate the investment and get out while they could still salvage some value. But Goldman refused, stalling for months as its clients roasted to

death in a raging conflagration of losses. At one point, John Pearce, the Morgan Stanley rep dealing with Goldman, lost his temper at the bank’s refusal to sell, breaking his phone in frustration. “One day I hope I get the real reason why you are doing this to me,” he told a Goldman broker.

Goldman insists it was only required to liquidate the assets “in an orderly fashion.” But the bank had an incentive to drag its feet: Goldman’s huge bet against the deal meant that the worse Hudson performed, the more money Goldman made. After all, the entire point of the transaction was to screw its own clients so Goldman could “clean its books.” The crime was far from victimless: Morgan Stanley alone lost nearly \$960 million on the Hudson deal, which admittedly doesn’t do much to

tug the heartstrings. Except that quickly after Goldman dumped this near-billion-dollar loss on Morgan Stanley, Morgan Stanley turned around and dumped it on taxpayers, who within a year were spending \$10 billion bailing out the sucker bank through the TARP program.

It is worth pointing out here that Goldman’s behavior in the Hudson scam makes a mockery of standards in the underwriting business. Courts have held that “the relationship between the underwriter and its customer implicitly involves a favorable recommendation of the issued security.” The SEC, meanwhile, requires that broker-dealers like Goldman disclose “material adverse facts,” which among other things includes “adverse interests.” Former prosecutors and regulators I interviewed point to these areas as potential avenues for prosecution; you can judge for yourself if a \$2 billion bet against clients qualifies as an “adverse interest” that should have been disclosed.

But these “adverse interests” weren’t even the worst part of Hudson. Goldman also used a complex pricing method to turn the deal into an impressive *triple* screwing. Essentially, Goldman bought some of the mortgage assets in the Hudson deal at a discount, resold them to clients at a higher price and pocketed the difference. This is a little like getting an invoice from an interior decorator who, in addition to his fee for services, charges you \$170 a roll for brand-name wallpaper he’s actually buying off the back of a truck for \$63.

To recap: Goldman, to get \$1.2 billion in crap off its books, dumps a huge lot of deadly mortgages on its clients, lies about where that crap came from and claims it believes in the product even as it’s betting \$2 billion against it. When its victims try to run out of the burning house, Goldman stands in the doorway, blasts them all with gasoline before they can escape, and then



has the balls to send a bill overcharging its victims for the pleasure of getting fried.

Timberwolf, the most notorious of Goldman's scams, was another car whose engine exploded right out of the lot. As with Hudson, Goldman clients who bought into the deal had no idea they were being sold the "cats and dogs" that the bank was desperately trying to get off its books. An Australian hedge fund called Basis Capital sank \$100 million into the deal on June 18th, 2007, and almost immediately found itself in a full-blown death spiral. "We bought it, and Goldman made their first margin call 16 days later," says Eric Lewis, a lawyer for Basis, explaining how Goldman suddenly required his client to put up cash to cover expected losses. "They said, 'We need \$5 million.' We're like, what the fuck, what's going on?" Within a month, Basis lost \$37.5 million, and was forced to file for bankruptcy.

In many ways, Timberwolf was a perfect symbol of the insane faith-based mathematics and blackly corrupt marketing that defined the mortgage bubble. The deal was built on a satanic derivative structure called the CDO-squared. A normal CDO is a giant pool of loans that are chopped up and layered into different "tranches": the prime or AAA level, the BBB or "mezzanine" level, and finally the equity or "toxic waste" level. Banks had no trouble finding investors for the AAA pieces, which involve betting on the safest borrowers in the pool. And there were usually investors willing to make higher-odds bets on the crack addicts and no-documentation immigrants at the potentially lucrative bottom of the pool. But the unsexy BBB parts of the pool were hard to sell, and the banks didn't want to be stuck holding all of these risky pieces. So what did they do? They took all the extra unsold pieces, threw them in a big box, and repeated the original "tranching" process all over again. What originally were all BBB pieces were diced up and divided anew – and, presto, you suddenly had new AAA securities and new toxic-waste securities.

A CDO, to begin with, is already a highly dubious tool for magically converting risky subprime mortgages into AAA investments. A CDO-squared doubles down on that lunacy, taking the waste products of the original process and converting *them* into AAA investments. This is kind of like taking all the kids who were picked last to play volleyball in every gym class of every public school in the state, throwing them in a new gym, and pretending that the first 10 kids picked are varsity-level players. Then you take all the unpicked kids left over from *that* process, throw them in a gym with similar kids from all 50 states, and call the first 10 kids picked All-Americans.

Those "All-Americans" were the assets in the Timberwolf deal. These were the recycled nightmare dregs of the mortgage craze – to quote Beavis and Butt-Head, "the ass of the ass."

Goldman knew the deal sucked long before it dinged the Aussies in Basis Capital for \$100 million. In February 2007, Goldman mortgage chief Daniel Sparks and senior executive Thomas Montag exchanged e-mails about the risk of holding all the crap in the Timberwolf deal.

MONTAG: "CDO-squared – how big and how dangerous?"

SPARKS: "Roughly \$2 billion, and they are the deals to worry about."

Goldman executives were so "worried" about holding this stuff, in fact, that they quickly sent directives to all of their sales-

In one internal e-mail, a Goldman sales rep mocked a client who bought \$100 million in toxic assets: "I think I found white elephant, flying pig and unicorn all at once."

people, offering "ginormous" credits to anyone who could manage to find a dupe to take the Timberwolf All-Americans off their hands. On Wall Street, directives issued from above are called "axes," and Goldman's upper management spent a great deal of the spring of 2007 "axing" Timberwolf. In a crucial conference call on May 20th that included Viniar, Sparks oversaw a PowerPoint presentation spelling out, in writing, that Goldman's mortgage desk was "most concerned" about Timberwolf and another CDO-squared deal. In a later e-mail, he offered an even more dire assessment of such deals: "There is real market-meltdown potential."

On May 22nd, two days after the conference call, Goldman sales rep George Maltezos urged the Australians at Basis to hurry up and buy what the bank knew was a deadly investment, suggesting that the "return on invested capital for Basis is over 60 percent." Maltezos was so stoked when he first identified the Aussies as a target in the scam that he subject-lined his e-mail UTOPIA.

"I think," Maltezos wrote, "I found white elephant, flying pig and unicorn all at once."

The whole transaction can be summed up by the now-notorious e-mail that Montag wrote to Sparks only four days after they sold \$100 million of Timberwolf to Basis. "Boy," Montag wrote, "that timberwof [sic] was one shitty deal."

**L**AST YEAR, IN THE ONE significant regulatory action the government has won against the big banks, the SEC sued Goldman over a scam called Abacus, in which the bank "rented" its name to a billionaire hedge-fund viper to fleece investors out of more than \$1 billion. Goldman agreed to pay \$550 million to settle the suit, though no criminal charges were brought against the bank or its executives. But in light of the Levin report, that SEC action now looks woefully inadequate. Yes, it was a record fine – but it pales in comparison to the money Goldman has *taken* from the government since the crash. As Spitzer notes, Goldman's reaction was basically, "OK, we'll pay you \$550 million to settle the Abacus case – that's a small price to pay for the \$12.9 billion we got for the AIG bailout." Now, adds Spitzer, "everybody can just go home and pretend it was only \$12.4 billion – and Goldman can smile all the way to the bank. The question is, now that we've seen this report, there are a bunch of story lines that seem to be at least as egregious as Abacus. Are they going to bring cases?"

Here is where the supporters of Goldman and other big banks will stand up and start wandering the air full of confusing terms like "scienter" and "loss causation" – legalese mumbo jumbo that attempts to convince the ignorantly enraged onlooker that, according to American law, these grotesque tales of grand theft and fraud you've just heard are actually more innocent than you think. Yes, they will say, it may very well be a prosecutable crime for a corner-store Arab to take \$2 from a customer selling tap water as Perrier. But that does not mean it's a crime for Goldman Sachs to take \$100 million from a foreign hedge fund doing the same thing! No, sir, not at all! Then you'll be told that the Supreme Court has been limiting corporate liability for fraud for decades, that in order to gain a conviction one must prove a conscious *intent* to deceive, that the 1976 ruling in *Ernst and Ernst* clearly states. . . .

Leave all that aside for a moment. Though many legal experts agree there is a powerful argument that the Levin report supports a criminal charge of fraud, this stuff can keep the lawyers tied up for years. So let's move on to something much simpler. In the spring of 2010, about a year into his investigation, Sen. Levin hauled all of the principals from these rot-



ten Goldman deals to Washington, made them put their hands on the Bible and take oaths just like normal people, and demanded that they explain themselves. The legal definition of financial fraud may be murky and complex, but everybody knows you can't lie to Congress.

"Article 18 of the United States Code, Section 1001," says Loyola University law professor Michael Kaufman. "There are statutes that prohibit perjury and obstruction of justice, but this is the federal statute that explicitly prohibits lying to Congress."

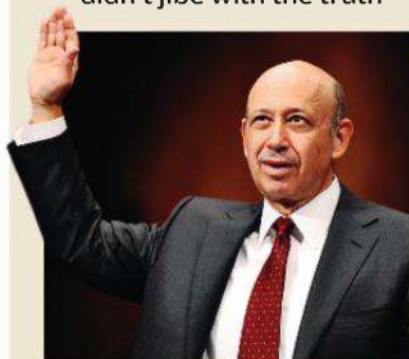
The law is simple: You're guilty if you "knowingly and willfully" make a "materially false, fictitious or fraudulent statement or representation." The punishment is up to five years in federal prison.

When Roger Clemens went to Washington and denied taking a shot of steroids in his ass, the feds indicted him – relying not on a year's worth of graphically self-incriminating e-mails, but chiefly on the testimony of a single individual who had been given a deal by the government. Yet the Justice Department has shown no such prosecutorial zeal since April 27th of last year, when the Goldman executives who oversaw the Timberwolf, Hudson and Abacus deals arrived on the Hill and one by one – each seemingly wearing the same mask of faint boredom and irritated condescension – sat before Levin's committee and dodged volleys of questions.

Before the hearing, even some of Levin's allies worried privately about his taking on Goldman and other powerful interests. The job, they said, was best left to professional prosecutors, people with experience building cases. "A senator's office is not an enormous repository of expertise," one former regulator told me. But in the case of this particular senator, that concern turned out to be misplaced. A Harvard-educated lawyer, Levin has a long record of using his subcommittee to spend a year or more carefully building cases that lead to criminal prosecutions. His 2003 investigation into abusive tax shelters led to 19 indictments of individuals at KPMG, while a 2006 probe fueled insider-trading charges against the notorious Wyly brothers, a pair of billionaire Texans who manipulated offshore investment trusts. The investigation of Goldman was an attempt to find out what went wrong in the years leading up to the financial crash, and the questioning of the bank's executives was not one of those for-the-cameras-only events where congressmen wing ad-libbed questions in search of sound bites. In the weeks leading up to the hearing, Levin's team carefully rehearsed the moment with committee members. They knew the possible answers that Goldman might give, and they were ready with specific counterquestions. What ensued looked more like a good old-fashioned courtroom grilling than a photo-op for grinning congressmen.

# LYING SACHS

The Senate testimony of Goldman's top executives didn't jibe with the truth



## Lloyd Blankfein

Chief executive officer

**WHAT HE TOLD CONGRESS:** "We certainly did not bet against our clients."

**WHAT HE SAID AT WORK:** Specifically asked subordinates about progress unloading crappy assets on clients. "Are we doing enough right now to sell off cats and dogs?"



## David Viniar

Chief financial officer

**WHAT HE TOLD CONGRESS:** Insisted that Goldman's massive bet against mortgages was "not a large short."

**WHAT HE SAID AT WORK:** Wrote a confidential e-mail in which he called Goldman's bet "the big short."



## Daniel Sparks

Former partner and mortgage chief

**WHAT HE TOLD CONGRESS:** Claimed that Goldman expected deadly mortgage deals like Timberwolf "to perform."

**WHAT HE SAID AT WORK:** Approved an internal document warning that Goldman expected such deals "to underperform."



## Michael Swenson

Managing director of structured products

**WHAT HE TOLD CONGRESS:** Said that Goldman had forfeited profits by refusing to bet against mortgages: "We left money on the table."

**WHAT HE SAID AT WORK:** Bragged about the "extraordinary profits" he made while betting against mortgages.

Sparks, who stepped down as Goldman's mortgage chief in 2008, cut a striking figure in his testimony. With his severe crew cut, deep-set eyes and jockish intransigence, he looked like a cross between H.R. Haldeman and John Rocker. He repeatedly dodged questions from Levin about whether or not the bank had a responsibility to tell its clients that it was betting against the same stuff it was selling them. When asked directly if he had that responsibility, Sparks answered, "The clients who did not want to participate in that deal did not." When Levin pressed him again, asking if he had a duty to disclose that Goldman had an "adverse interest" to the deals being sold to clients, Sparks fidgeted and pretended not to comprehend the question. "Mr. Chairman," he said, "I'm just trying to understand."

OK, fine – non-answer answers. "My guess is they were all pretty well coached up," says Kaufman, the law professor. But then Sparks had a revealing exchange with Sen. Jon Tester of Montana. Tester calls the Goldman deals "a wreck waiting to happen," noting that the CDOs "were all downgraded to junk in very short order."

At which point, Sparks replies, "Well, senator, at the time we did those deals, we expected those deals to perform."

Tester then cannily asks if by "perform," Sparks means go to shit – which would have been an honest answer. "Perform in what way?" Tester asks. "Perform to go to junk so that the shorts made out?"

Unable to resist the taunt, Sparks makes a fateful decision to defend his honor. "To not be downgraded to junk in that short a time frame," he says. Then he pauses and decides to dispense with the hedging phrase "in that short a time frame."

"In fact," Sparks says, "to not be downgraded to junk."

So Sparks goes before Congress and, under oath, tells a U.S. senator that at the time he was selling Timberwolf, he expected it to "perform." But an internal document he approved in May 2007 predicted exactly the opposite, warning that Goldman's mortgage desk expected such deals to "underperform." Here are some other terms that Sparks used in e-mails about the subprime market affecting deals like Timberwolf around that same time: "bad and getting worse," "get out of everything," "game over," "bad news everywhere" and "the business is totally dead."

And we indicted Roger Clemens?

Another extraordinary example of Goldman's penchant for truth avoidance came when Joshua Birnbaum, former head of structured-products trading for the bank, gave a deposition to Levin's committee. Asked point-blank if Goldman's huge "short" on mortgages was an intentional bet against the market or simply a "hedge" against potential losses, Birnbaum played dumb. "I do not know whether the shorts were a hedge," he said.



But the committee, it turned out, already knew that Birnbaum had written a memo in which he had spelled out the truth: "The shorts were not a hedge." When Birnbaum's lawyers learned that their client's own words had been used against him, they hilariously sent an outraged letter complaining that Birnbaum didn't know the committee had his memo when he decided to dodge the question. They also submitted a "supplemental" answer. Birnbaum now said, "Having reviewed *the document the staff did not previously provide me*" – his own words! – "I can now recall that . . . I believed . . . these short positions were not a hedge." (Goldman, for its part, dismisses Birnbaum as a single trader who "neither saw nor knew the firm's overall risk positions.")

When it came time for Goldman CEO Lloyd Blankfein to testify, the banker hedged and stammered like a brain-addled boxer who couldn't quite follow the questions. When Levin asked how Blankfein felt about the fact that Goldman collected \$13 billion from U.S. taxpayers through the AIG bailout, the CEO deflected over and over, insisting that Goldman would somehow have made that money anyway through its private insurance policies on AIG. When Levin pressed Blankfein, pointing out that he hadn't answered the question, Blankfein simply peered at Levin like he didn't understand.

But Blankfein also testified unequivocally to the following:

"Much has been said about the supposedly massive short Goldman Sachs had on the U.S. housing market. The fact is, we were not consistently or significantly net-short the market in residential mortgage-related products in 2007 and 2008. We didn't have a massive short against the housing market, and we certainly did not bet against our clients."

Levin couldn't believe what he was hearing. "Heck, yes, I was offended," he says. "Goldman's CEO claimed the firm 'didn't have a massive short,' when the opposite was true." First of all, in Goldman's *own internal memoranda*, the bank calls its giant, \$13 billion bet against mortgages "the big short." Second, by the time Sparks and Co. were unloading the Timberwolves of the world on their "unicorns" and "flying pigs" in the summer of 2007, Goldman's mortgage department accounted for *54 percent* of the bank's risk. That means more than half of all the bank's risk was wrapped up in its bet against the mortgage market – a "massive short" by any definition. Indeed, the bank was betting so much money on mortgages that its executives had become comically blasé

about giant swings on a daily basis. When Goldman lost more than \$100 million on August 8th, 2007, Montag circulated this e-mail: "So who lost the hundy?"

This month, after releasing his report, Levin sent all of this material to the Justice Department. His conclusion was simple. "In my judgment," he declared, "Goldman clearly misled their clients, and they misled the Congress." Goldman, unsurprisingly, disagreed: "Our testimony was truthful and accurate, and that applies to all of our testimony," said spokesman Michael DuVally. In a statement to *ROLLING STONE*, Goldman insists that its behavior throughout the period covered in the Levin report was consistent with responsible business practice, and that its machinations in the mortgage market were simply an attempt to manage risk.

It wouldn't be hard for federal or state prosecutors to use the Levin report to make a criminal case against Goldman. I ask Eliot Spitzer what he would do if

and took a multibillion-dollar bet against its clients, a bet that incidentally made them enormous profits. Are we all missing something? Is there some different and higher standard of triple- and quadruple-lying that applies to bank CEOs but not to baseball players?

This issue is bigger than what Goldman executives did or did not say under oath. The Levin report catalogs dozens of instances of business practices that are objectively shocking, no matter how any high-priced lawyer chooses to interpret them: gambling billions on the misfortune of your own clients, gouging customers on prices millions of dollars at a time, keeping customers trapped in bad investments even as they begged the bank to sell, plus myriad deceptions of the "failure to disclose" variety, in which customers were pitched investment deals without ever being told they were designed to help Goldman "clean" its bad inventory. For years, the soundness of America's financial

system has been based on the proposition that it's a crime to lie in a prospectus or a sales brochure. But the Levin report reveals a bank gone way beyond such pathetic little boundaries; the collective picture resembles a financial version of *The Jungle*, a portrait of corporate sociopathy that makes you never want to go near a sausage again.

Upton Sinclair's narrative shocked the nation into a painful realization about the pervasive filth and corruption behind America's veneer of smart, robust efficiency.

But Carl Levin's very similar tale probably will not. The fact that this evidence comes from a U.S. senator's office, and not the FBI or the SEC, is itself an element in the worsening tale of lawlessness and despotism that sparked a global economic meltdown. "Why should Carl Levin be the one who needs to do this?" asks Spitzer. "Where's the SEC? Where are any of the regulatory bodies?"

This isn't just a matter of a few seedy guys stealing a few bucks. This is America: Corporate stealing is practically the national pastime, and Goldman Sachs is far from the only company to get away with doing it. But the prominence of this bank and the high-profile nature of its confrontation with a powerful Senate committee makes this a political story as well. If the Justice Department fails to give the American people a chance to judge this case – if Goldman skates without so much as a trial – it will confirm once and for all the embarrassing truth: that the law in America is subjective, and crime is defined not by what you did, but by who you are.



#### INTERROGATOR IN CHIEF

Sen. Carl Levin has referred his findings to the Justice Department: "Goldman clearly misled their clients and misled Congress."

he were still attorney general and he saw the Levin report. "Once the steam stopped coming out of my ears, I'd be dropping so many subpoenas," he says. "And I would parse every potential inconsistency between the testimony they gave to Congress and the facts as we now understand them."

I ask what inconsistencies jump out at him. "They keep claiming they were only marginally short, that it was more just servicing their clients," he says. "But it sure doesn't look like that." He pauses. "They were \$13 billion short. That's big – 50 percent of their risk. It was so completely disproportionate."

Lloyd Blankfein went to Washington and testified under oath that Goldman Sachs didn't make a massive short bet and didn't bet against its clients. The Levin report *proves* that Goldman spent the whole summer of 2007 riding a "big short"



# The Bin Laden Decade

By MICHAEL HASTINGS

**O**SAMA BIN LADEN'S ACTIONS, AND OUR reactions to them, have defined my adult life. I was in New York City on September 11th, 2001, a senior in college. After the towers collapsed, I walked 95 blocks to get as close to Ground Zero as possible, so I could see first-hand the destruction that would define our future. By the time I got to Baghdad four years later, very few Americans believed that the people we were fighting in Iraq posed a threat to the United States. Even the military press didn't bother lying about it anymore, referring to our enemies as "insurgents" rather than "terrorists." A woman I loved was killed in Baghdad in January 2007 – Al Qaeda in Iraq took credit for it – and my younger brother fought for 15 months as an infantry platoon leader, earning a Bronze Star. Other friends, both American and Iraqi, suffered their own losses: homes, limbs, loved ones.

By the fall of 2008, when I had moved on to Afghanistan, bin Laden and Al Qaeda were barely footnotes to what we were doing there. "It's not about bin Laden," a military intelligence official told me. "It's about fixing the mess." This added to the growing despair Americans felt about the war: If it wasn't about bin Laden, then what the fuck was it about? Why were we fighting wars that took us no closer to the man responsible for unleashing the horror of September 11th? A top-ranking military official told me last year that he didn't think we'd ever get bin Laden. Yet each time our presidents and generals told us why we were still fighting in Iraq and Afghanistan, they always used bin Laden and September 11th as an excuse. As long as they insisted on fighting these wars we didn't need to fight, the wound to the American psyche wasn't allowed to heal.

Right from the start, the idea of the War on Terror was a fuzzy one at best. We were promised there would be no "battlefields and beachheads," as President George W. Bush put it. It would be a secret war, conducted mostly in the dark, no holds barred. And that's how it might have played had we got bin Laden early on, dead or alive. But that's not what happened. Instead, we went on a rampage in the full light of day. We got our battlefields and beachheads after all. Kabul, Kandahar, Baghdad, Fallujah, Ramadi, Najaf, Mosul, Kirkuk, Basra, Kabul and Kandahar again – the

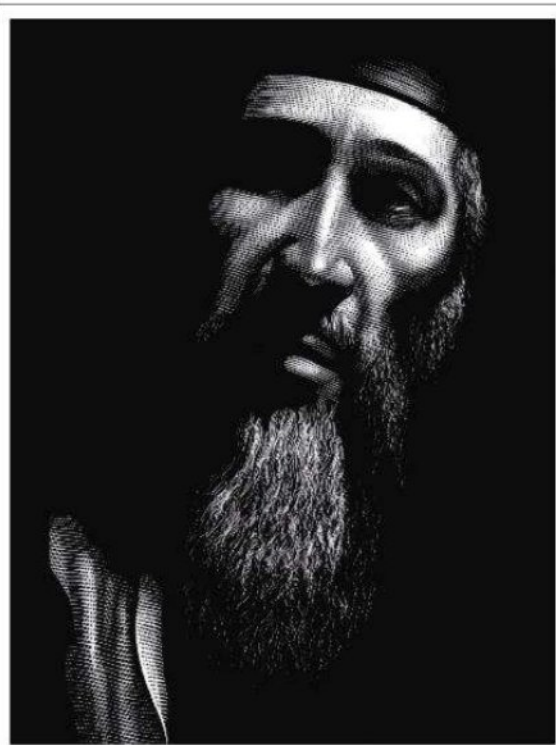
list went on and on. We couldn't find bin Laden, so we went after anyone who looked like him, searching for other monsters to put down: the Taliban, Saddam Hussein, Abu Musab al-Zarqawi.

In the end, bin Laden got the carnage he had hoped to unleash. Nearly 3,000 Americans were killed on September 11th. Since then, 6,022 American servicemen and women have been killed in Iraq and Afghanistan, and more than 42,000 have been wounded. More than 3,000 allied soldiers have died, along with some 1,200 private contractors, aid workers and journalists. Most of the killing didn't take place in battles – it was in the dirty metrics of suicide bombs, death squads, checkpoint killings, torture chambers and improvised explosive devices. Civilians on their way to work or soldiers driving around in circles,

looking for an enemy they could seldom find. We may never know how many innocent civilians were killed in Iraq and Afghanistan and Pakistan, but estimates suggest that more than 160,000 have died so far. Al Qaeda, by contrast, has lost very few operatives in the worldwide conflagration – perhaps only "scores," as President Obama said this month. In truth, Al Qaeda never had many members to begin with. Not since Gavrilo Princip assassinated the Archduke Ferdinand, setting off World War I, has a conspiracy undertaken by so few been felt by so many.

After learning of bin Laden's death, I congratulated my friends in the military and the intelligence community, tweeted my appreciation to President Obama and his team, then sat back and listened to the horns honking outside my

apartment in Washington. I thought of all the dead, and what adding this fucker's name to the list actually means. My hope – and it is not one I have much hope in – is that our political leaders will use bin Laden's death to put an end to the madness he provoked. Withdraw our remaining troops from Iraq, a country that never posed a threat to us. End the war in Afghanistan, where we will spend \$120 billion this year to prevent the country from becoming a hideout for Al Qaeda. As bin Laden's death makes clear, our true enemies will always find a hideout, no matter how many people we torture and bribe and kill. For the past 10 years, we have used the name Osama bin Laden to justify our wars. Perhaps, now that he is dead, we can use it in the cause of peace.







**THE GOLDEN  
THRONE**  
Trump in New  
York in April



# Donald Lets His Hair Down

*A Conversation With the Host of The Celebrity Apprentice*

By Erik Hedegaard



*Photograph by*  
PETER YANG

**L**IKE YOU, WE'VE ALWAYS WONDERED what's inside Donald Trump's wallet. So, on a recent visit to his office at the top of Trump Tower in Manhattan, the epicenter of his vast real estate empire and putative presidential ambitions, we ask him if we can take a look. He pulls it out, dips it down and hides it behind his huge desk, peers inside, saying, "Let me just see if there's anything..." and then holds it out, fanning through it, revealing his Winged Foot Golf Club membership card and his very own gun permit, neither of which he apparently ever leaves home without. ■ "It's a Donald J. Trump wallet," he says, happily. He's still a fairly big, fairly imposing guy at age 64, has hair that's the patriotic shade of amber waves of grain, dresses like men of the world used to dress, in a dark suit, with a crisp, white shirt and a tie that's the subtlest pink ever. "We sell them at Macy's. They sell great. Hey – I have the number-one-selling tie in the country. What color tie do you like? Your tie looks like shit. Do you want a tie? It's not a bribe. They're nothing. I sell shirts, PVH, Phillips-Van Heusen. Cufflinks." He waves his arms around, shoots his cuffs to show off glittering cufflinks. "Trump cufflinks!" he shouts. "They're magnificent! Everybody's buying them! If I said I got them at Harry Winston, for \$100,000, you'd believe it! Forty-nine dollars at Macy's! Macy's doesn't even want to carry other brands! We blow them out!" ■ That's pure Trump-speak – loud, over-the-top, just the kind of Ronco Veg-o-Matic, everyone's-a-mark, carny-barker, hard-sell ballyhoo that he hopes will also blow out the other presidential hopefuls, should he decide to run. But will he run? He says the world will know his answer by June – at which time, if he announces in the affirmative,



he will also reveal the true size of his financials, which, he says, will shock the world, being around \$7 billion, if not more, and make Mitt Romney, with his measly hundred millions, look like a floppy little fish indeed and certainly not the kind of guy who, for instance, could spin the roulette wheel on ties and cuff links and make gazillions.

"We need a businessman," Trump says, working himself into a lather of self-congratulation, "and I've been successful. Right now, I have the greatest properties in the country. I have great stuff. The point is, I'm running for office in a country that's essentially bankrupt, and it needs a successful businessman, and, by the way, let me explain about one thing, might as well get that clear: I never went bankrupt."

He's drawing a distinction here, which is that while various of his businesses may have sought Chapter 11 bankruptcy protection over the past two decades, Trump the person never has. In the early 1990s, for instance, after a decade of profligate spending – \$3.8 billion worth, mainly financed by junk bonds and Trump-snookered banks – he came face to face with an economic downturn that forced four Trump properties – the Plaza Hotel and his three Atlantic City casinos – into bankruptcy. It happened again in 2004, and also in 2009, when Trump Entertainment found itself \$1.7 billion in debt. Trump's way is to dismiss these financial catastrophes with a snarl and a shrug. As he said in his 2007 book, *Think BIG and Kick Ass in Business and Life*, "I figured it was the bank's problem, not mine. What the hell did I care? I actually told one bank, 'I told you you shouldn't have loaned me that money. I told you the goddamn deal was no good.'" Or, as he casually says today, "I play with the bankruptcy." Which is kind of a sad, dispiriting advertisement for his genius as a businessman. Do we really want that kind of guy in office? At least some people seem to think so.

"Look," Trump chuckles, "I'm number one in the polls already, and I haven't even done anything!"

Which is no longer true, since it was largely Trump's bellyaching that prompted the White House to release President Obama's so-called long-form birth certificate, proving once again that Obama was born in the U.S. (unless you're a birther, in which case it proves nothing). "I'm very proud of myself," Trump crowed the day it happened. Naturally, he made no mention of what his "investigators" in Hawaii discovered poking around about Obama's birth – "They cannot believe what they're finding!" he had said in early April – prob-

ably because they either didn't exist or they found nothing. Instead, in his quest for ever-bigger headlines and even more attention, he stooped to new lows, by bringing up Obama's college education and playing the race card. "How does a bad student go to Columbia and then to Harvard?" Trump said, the clear implication being that it was only thanks to affirmative action and never would have happened had Obama been white. It's despicable stuff, and yet, coming from Trump, not all that surprising. If nothing else, he's a master of smoke and mirrors, and so far has managed to keep anyone from focusing too tightly on his own past. Those bankruptcies. His marriage-wrecking affair and two divorces. His garish casinos that may or may not have had mob ties. The time he referred to his current wife, Melania, as "a young and beautiful piece of ass" (which he now denies ever having said). And let's not forget the whole abortion thing, where Trump has recently flipped to pro-life; the whole let's-invade-the-Middle-East-and-just-like-take-all-the-oil thing; and all the

**"When people are disloyal to me, they don't exist. I hold a grudge. I have the longest memory. I always kick back. I believe in that."**

rest of those kooky things he spouts on a daily basis, keeping his name in the news in an effort, no doubt, to boost the ratings of his *Celebrity Apprentice* reality-TV show while appearing to be testing the presidential waters. He's one top-notch novelty act and a Barnum-type showman with an unerring instinct for what to say to appeal to the loonier segment of the electorate. He's good at catering to the lowest common denominator like that, decorum be damned.

**B**UT WHAT ABOUT SOME Trump constants, some things that are unwavering in his character and nature?

For one thing, he goes to bed late, gets up early, usually wearing only "the undies," as he calls them, never "the formality" of pajamas, brushes his teeth first, takes a leak second, and only then steps into the shower, his hand reaching out through the steam to grab the shampoo and lather up that hair of his that has received so much attention over the years. How does he do it?

He steeple his fingers, purses his lips and launches right into it like it was some kind of major policy issue. "OK, what I

do is, wash it with Head and Shoulders. I don't dry it, though. I let it dry by itself. It takes about an hour. Then I read papers and things. This morning I read in the *New York Post* about Jerry Seinfeld backing out of his commitment to do a benefit for my son Eric's charity. I've never been a big fan of Jerry Seinfeld – never dug him, in the true sense – but when I did *The Marriage Ref*, which was his show and a total disaster, I did him a big favor. Then he did this. It's a disgrace." He goes on, "I also watch TV. I love Fox, I like *Morning Joe*, I like that the *Today* show did a beautiful piece on me yesterday – I mean, relatively speaking. OK, so I've done all that. I then comb my hair. Yes, I do use a comb." He pauses, frowning, casting his mind back to capture the details of the event. "Do I comb it forward? No, I don't comb it forward." He pushes the leading edge of the flying wing of his hair back, to show where the hairline is. "I actually don't have a bad hairline. When you think about it, it's not bad. I mean, I get a lot of credit for comb-overs. But it's not really a comb-over. It's sort of a little bit forward and back. I've combed it the same way for years. Same thing, every time."

After that, he spends some time not saying what he doesn't want to say, in a very mulish, deeply parsed, Republican-president sort of way.

Does he have a Bible by his bed?

"I do," he says. Then: "I have a Bible near my bed."

Where near?

"It's up in my apartment."

Silence.

When was the last time he went to church?

"Two weeks ago. A church in Palm Beach, Florida. What was the sermon about? I'd rather not get into it, frankly."

Where does he stand on gun control?

"I'm against gun control for the reason, it doesn't affect the bad guys, because they're going to have guns. What kind of gun do I have? I'd rather not say. I have a gun. It's a handgun, OK?"

Is it Trump-sized?

"It's a gun. I have a gun. It's a handgun." Silence.

All this talk seems to be making him thirsty. He calls for a Coke, and a hot number in spike heels arrives with a Coke in a glass of ice. Trump sips, smacks his lips.

"I've never smoked a cigarette in my life," he goes on. "I've never had a drink, never had a joint, never had any drugs, never even had a cup of coffee. So, those are some good things about me. I probably have some bad things about me, too." He pauses, as if waiting for some bad things to materialize out of thin air, but when a miracle occurs and they don't, he starts up again. "I will say, though, that I like a little caffeine. People assume I'm a boiler





**1** **I** DON'T WANT TO RUIN MY image by saying this, but I'm a much nicer person than people understand," Trump says. "I like to do the right thing and help people. But when people are disloyal to me - I have a couple of instances of well-known people, where I'd help them out, but when I needed a favor, not a big favor in this one case, this guy didn't want to do it. That's 15 years ago. I haven't spoken to him since. He died. He's dead mentally. In other words, for me, they don't exist."

I hold a grudge. I have the longest memory. I always kick back. I believe in that."

It's kind of weird hearing Trump spit out his words with such rigid vehemence just like he does on his reality show, knowing how huge a constant that grudge-holding is with him and that you yourself might one day

be on the receiving end of just such a grudge. You can always hope that age will lay him low first, but it's not likely, given how healthy he is. "I had a father who was 94," he says, "a mother who was 90, so, you know, I'm genetically lucky that way, too."

Also, he's got a big thing about germs, so he's a frequent hand-washer and goes everywhere with packets of hand sanitizer stuffed into his suit jacket. He pulls one out now, dangling it in the air. It's a Super Sani-Cloth Germicidal Disposable Wipe ("The two-minute germicidal wipe") - which isn't exactly the kind of market-share leader you might expect Trump to favor. He rubs his palms together. "I don't use Purell, Purell is too sticky, but this other stuff is great. I always carry a couple of them."

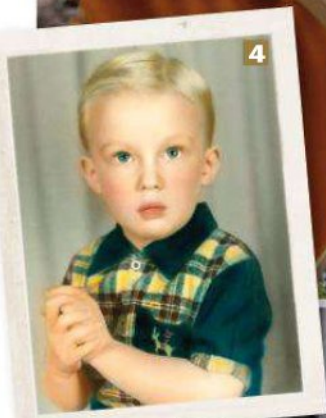
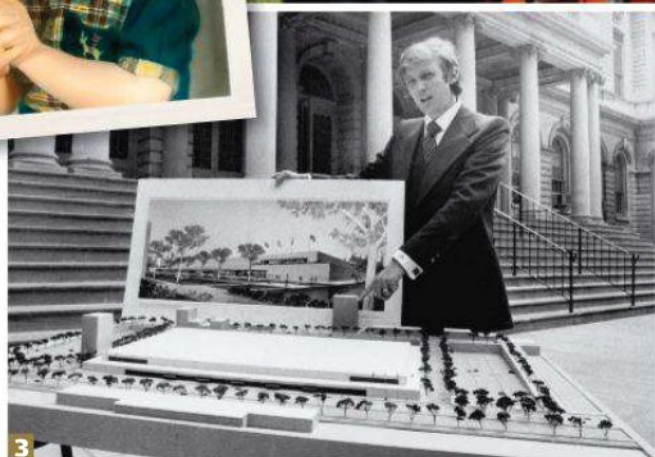
Leaning back, he goes on, "The question has come out, 'How can Donald Trump campaign if he doesn't shake hands?' Well, over the years, I've shaken many hands, and I have no problem shaking hands. But it's not a healthy thing. With the germs, it's not a question of 'maybe' - they have been proven, you catch colds. You catch problems. Frankly, the Japanese custom is a lot smarter."

One can just imagine Trump, then, his first big time out on the hustings, massively ambivalent, surrounded by his fellow man, the crush closing in on him, the panic that must arise as he finally confronts the great unwashed *them*, that hideous, germ-ridden, infection-spreading other that he has for so long tried to avoid in the flesh but that his attention-craving ego (not to mention his TV show) so needs. It would have to be unbearable. After an event like that, he probably couldn't get to his Super Sani-Cloths fast enough. So that's another thing we would maybe have to look forward to in a Trump presidency: less handshaking, more bowing, fewer colds, fewer "problems." And if it were just that, what's not to like?



### The Candidate?

**(1)** The mogul at a Tea Party rally in Florida in April, where Trump 2012 buttons **(2)** were sold. He has not yet announced if he will run for president. **(3)** At New York's City Hall in 1977. **(4)** As a child, circa 1949.



ready to explode, but I actually have very low blood pressure, which is shocking to people. I'll drink water. Sometimes tomato juice, which I like. Sometimes orange juice, which I like. I'll drink different things. But the Coke or Pepsi boosts you up a little."

And then he goes on about the ratings of *Celebrity Apprentice* and the ratings of himself in presidential polls, both of which are "very, very" high. This is all well and good, but it's incredibly boring, and eventually you are forced to cut him off, with, like, is there one orgasm in his life that he would consider the most memorable?

He leans back in his chair, tilts his head up, takes a long time to think this over, his cherubic cheeks reddening either with the effort of recollection or the maintenance of a boiler about to explode. At last, very smoothly, he says, "Well, always the children. And this building, Trump Tower." A duller answer one cannot imagine. Maybe he'll take a shine to something larger, like naming the central problem of existence.

"Conflict," he says, snapping forward. "Conflict, if it's not resolved, leads to lots of bad things, and that's where this country is right now. We're in many, many conflicts that ultimately could end up in calamity."

But, seriously, has anyone ever loved conflict more than him?

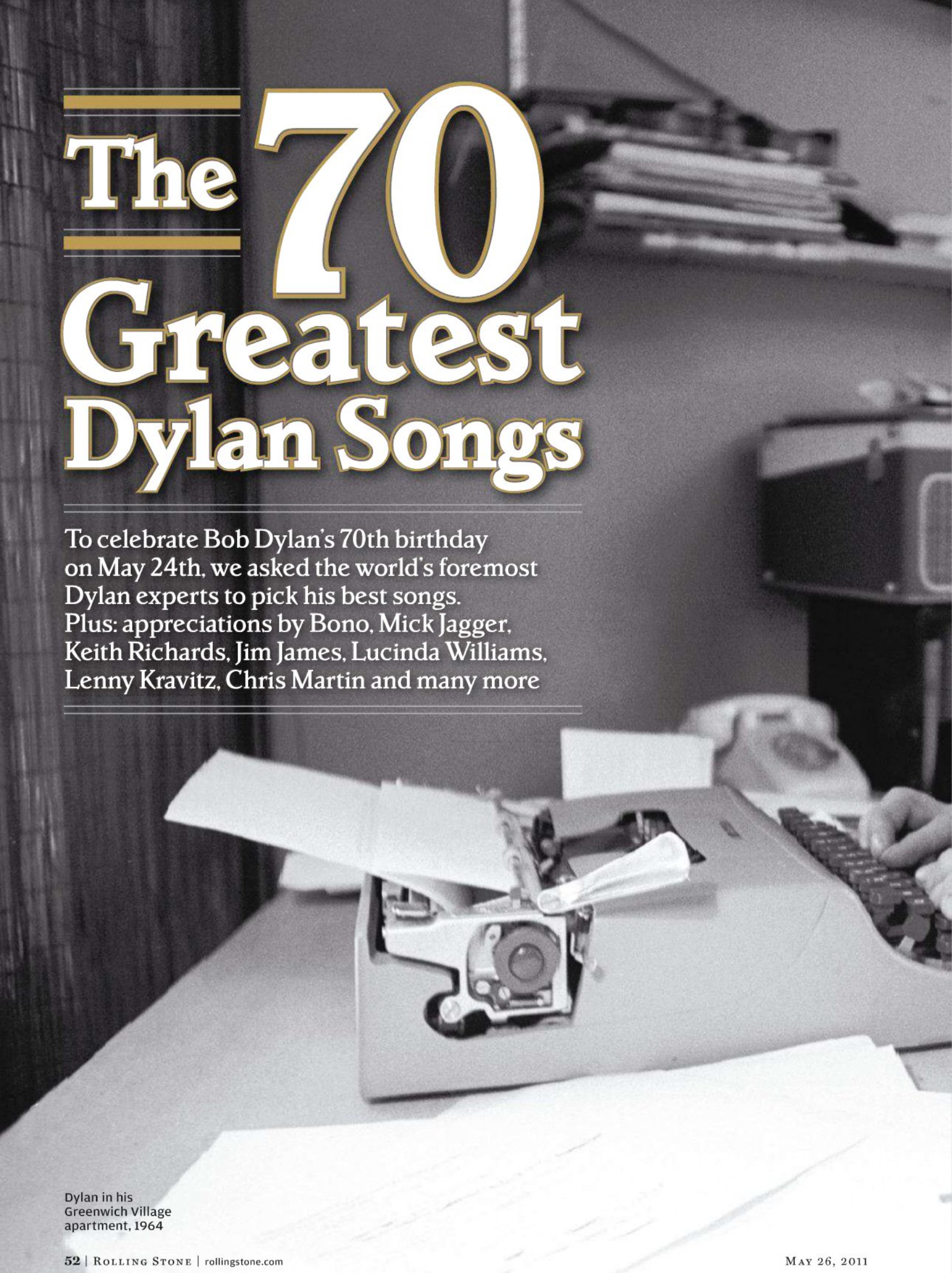
He smiles. "Look, sometimes you need conflict in order to come up with a solution. Through weakness, oftentimes, you

can't make the right sort of settlement, so I'm aggressive, but I also get things done, and in the end, everybody likes me."

Well, maybe not everyone. He's been called some pretty terrible things recently, like "faracial," "an unpolished and graceless blowhard" and "a monstrous parody of entitled American wealth masquerading as skillful entrepreneurship." Just days ago, Republican strategist Karl Rove pronounced him "a joke." Trump shrugs most of these things off. They come with the territory, and, in fact, by shrugging them off, he is able to once again demonstrate the insane, over-the-top self-confidence and self-regard that seem to have caught the fancy of a certain segment of the population - probably the same folks who believe it when Charlie Sheen claims he is somehow "winning." Trump didn't do so well at the White House Correspondents' Dinner last month, however. While President Obama and host Seth Meyers poked fun at him and his hair, all Trump could do was stare straight ahead, with no expression whatsoever, betraying how utterly humorless he is about himself. Trump doesn't like Rove's "joke" comment, either. "That was a very nasty thing for him to say," he mutters darkly. "He shouldn't have said that. We'll have it out with Karl Rove. I don't lose too often."

So, Rove might want to look out. And so might Jerry Seinfeld, for that matter.





# The 70 Greatest Dylan Songs

To celebrate Bob Dylan's 70th birthday on May 24th, we asked the world's foremost Dylan experts to pick his best songs. Plus: appreciations by Bono, Mick Jagger, Keith Richards, Jim James, Lucinda Williams, Lenny Kravitz, Chris Martin and many more

Dylan in his  
Greenwich Village  
apartment, 1964







## INTRODUCTION

# What Makes a Great Dylan Song?

By JON PARELES

**A**LL SORTS OF PEOPLE CAN write a great song. It took Bob Dylan to rewrite our idea of what a great song can be. Now, as Dylan turns 70 and a ROLLING STONE panel anoints his 70 greatest songs, it's worth asking: What are the elements that distinguish Dylan's best work?

Dylan's catalog is staggering in its size and ambition. It holds masterpieces and throwaways: narratives, protests, romances, put-downs, travelogues, warnings, comedy, tragedies and those nonlinear, oracular songs – like “Highway 61 Revisited” and “Ain’t Talkin’” – that long ago demanded their own adjective (“Dylanesque”). The only way to judge them – or, just as likely, to argue about them – is along the lines that Dylan invented for himself.

Before Dylan, there were widely accepted criteria for a great song. A pop classic in the Tin Pan Alley era needed a supple, singable melody and got bonus points for sophisticated harmonic underpinnings; its lyrics would tell a story or distill a universal sentiment. It needed to be adaptable to various tempos and treatments: crooners, swing bands, Broadway. It was a precise artistic miniature.

But Dylan's songs observed no such niceties. “Subterranean Homesick Blues” rattles along on just three chords and a melody that's more taunt than tune, verse after sprawling verse. And those lyrics . . . well, they do rhyme, but they just don't make sense, at least not directly. Bob Dylan's definitive songs don't encapsulate one meticulous idea – they contain multitudes: prophecy and hogwash, morality and absurdism, apocalypse and intimacy. He has piercing psychological insights, profound aphorisms and sly punch lines; he has lines like weapons and lines like benedictions.

JON PARELES is the chief pop-music critic at “The New York Times.”

## THE PANEL

The editors of ROLLING STONE polled this group of Dylan experts, writers and artists to create this list

**Douglas Brinkley**  
*Historian*

**David Fricke**  
*RS senior writer*

**Mikal Gilmore**  
*RS contributing editor*

**James Henke**  
*VP, Curatorial Affairs, Rock and Roll Hall of Fame*

**Clinton Heylin**  
*Dylan biographer*

**Jim James**  
*My Morning Jacket*

**Jon Landau**  
*Artist manager*

**Jonathan Lethem**  
*Novelist*

**Greil Marcus**  
*Author, “The Old, Weird America: The World of Bob Dylan’s Basement Tapes”*

**Roger McGuinn**  
*The Byrds*

**Christopher Ricks**  
*Author, “Dylan’s Visions of Sin”*

**Jeff Tweedy**  
*Wilco*

**Sean Wilentz**  
*Historian*

Dylan also forced the world to accept the merger of singer and songwriter, even if the singer has a voice that has rarely been pretty. Back in the early 1960s, when Dylan's voice was considered far too abrasive for pop ears, it seemed unimaginable that generations would come to cherish – not to mention imitate – his corrosive snarl and slur, his endlessly layered ironies and his moments of unexpected tenderness and rage.

After Dylan's shock treatment, the elegance of the old pop standards came to sound a little too tidy. But for all the times in his career when he has been dismissed as tuneless, Dylan knows melody. Although he arrived in New York with the trappings of a folk singer, Dylan started his pop career recognizing the Tin Pan Alley songwriter mode: making demos that his publisher could shop to sweeter-voiced acts like Peter, Paul and Mary. (His autobiographical *Chronicles: Volume 1* very deliberately begins with him visiting an old-line publisher.) He has written dozens, perhaps hundreds, of durable, beautifully contoured tunes like “Don't Think Twice, It's All Right” and “Make You Feel My Love.” Songs like “Po' Boy” and “Nettie Moore” have crafty, musicianly twists that Hoagy Carmichael might have appreciated. With typical backhanded humor, Dylan demonstrated the strength of his melodies on the soundtrack of his underappreciated movie *Masked and Anonymous*. It's filled with wacked-out cover versions of his songs from all over the place, and despite translated lyrics and cheesy arrangements, they are still instantly recognizable.

As Dylan's melodies trace psychological landscapes – think of the rises and falls in “Just Like a Woman” – his words exponentially raise the ante on old pop songwriting. Dylan learned, with words as he did with melodies, from all that had come before him, inside and outside pop songwriting: from the Bible and Shakespeare, from Celtic ballads and deep blues, from abstract poetry and street talk, from obscure movie dialogue and pri-



by Bob Dylan

1. Come gather 'round people  
Wherever you roam  
Admit that the waters  
Around you have grown  
Accept it that soon  
You'll be drenched to the bone  
If your time to you is worth saving  
You better start swimming  
Or you'll sink like a stone  
For the times they are a-changin'

2. Come senators <sup>and</sup> congressmen  
Please heed the call  
Don't stand in the doorway  
Don't block up the hall  
Heed that gets hurt  
Will be he who has stalled  
There's a battle outside and it's raging  
I'll rattles your windows  
And shake ~~all~~ your walls  
For the times

3. Come mothers and fathers  
Throughout the land  
And don't criticize what you ~~can't~~ <sup>don't</sup> understand  
Your sons and daughters  
Are beyond your command  
The ~~old road~~ <sup>old road</sup> is rapidly a-ging  
Get out of the new one  
If you can't lead your hand  
For the

4. The line <sup>(it)</sup> is drawn  
The curse ~~is~~ it is cast  
The slow one now will later be fast  
As the present now  
Will later be ~~past~~  
The ~~order~~ <sup>order</sup> is rapidly fading  
And the first one now will later be last  
For the times

~~The Times They Are A-Changin'~~

#### THE STANDARD

Dylan described "The Times They Are A-Changin'" as "a song with a purpose." This lyric sheet was bought at Sotheby's for \$422,500 in 2010.

vate lovers' quarrels. His lyrics are as hyperlinked as the Internet and as polymorphous; they beg for explanation and elude it. His words carry us into labyrinths of ideas and emotions, into Desolation Row and down the Endless Highway – not toward one simple resolution but into more paradoxes and riddles.

There's an exuberant, beautifully arrogant one-upmanship in Dylan's amphetamine-fueled mid-1960s songs. "I Want You" has a chorus as monosyllabically blunt as anything in rock – "I want you so bad" – threaded with nifty instrumental hooks. Yet its verses, a world away from such Top 40 craftsmanship, invent an entire population – the guilty undertaker, the drunken politician, mothers, fathers, saviors, the Queen of Spades – to enact his longing and alienation. They don't spell out the mood – they swarm it from every direction. Dylan's songs continually rearrange themselves across history and time, perpetually addressing the present moment. He has a con man's gift for bullshitting; it's up to every listener to decide what's doggerel and what's revelation. (Case in point: "Looking in the window

### ONLINE EXTRAS

#### Dylan's Overlooked Classics

The best Dylan songs you've never heard.

#### More Artist Tributes

Bob Weir, Marcus Mumford, Boz Scaggs and Merle Haggard talk Dylan.

#### Dylan in Rolling Stone: The Archives

Hear the audio from Dylan's first RS interview, in 1969, and read the cover stories.

#### Do You Know Dylan?

Dylanologist or neophyte? Test your knowledge with our trivia quiz.

[rollingstone.com/dylan](http://rollingstone.com/dylan)

at the pecan pie/Lot of things they'd like, they would never buy," from "Tweedle Dee and Tweedle Dum.")

The most powerful mystery of Dylan's songs is the way that, decade after decade, they shift with each new context. Every Dylan listener has had the illuminating, unsettling sensation of hearing a familiar song suddenly wrap itself around a new situation, with a well-known line suddenly revealing a whole new meaning. "All Along the Watchtower" applies to countless gatherings: economic summits ("Businessmen, they drink my wine"), political rallies ("Let us not talk falsely now"), battlefields ("Two riders were approaching"), rock festivals ("There's too much confusion") and every physical and existential dead end ("There must be some way out of here"). Universes of possibility – the potential of apocalypse and salvation as "the wind began to howl" – are tucked into just three chords, 130 words and a mournful incantation of a melody.

Dylan's greatest songs don't reduce the world to three minutes. They open it up to endless remappings, and force each of us to find our own way.



# No. 1 Like a Rolling Stone

HIGHWAY 61 REVISITED 1965

By BONO

THAT SNEER – IT’S SOMETHING TO BEHOLD. ELVIS had a sneer, of course. And the Rolling Stones had a sneer that, if you note the title of the song, Bob wasn’t unaware of. But Bob Dylan’s sneer on “Like a Rolling Stone” turns the wine to vinegar. ¶ It’s a black eye of a pop song. The verbal pugilism on display here cracks open songwriting for a generation and leaves the listener on the canvas. “Like a Rolling Stone” is the birth of an iconoclast that will give the rock era its greatest voice and vandal. This is Bob Dylan as the Jeremiah of the heart, torching romantic verse and “the girl” with a firestorm of unforgiving words. Having railed against the hypocrisies of the body politic, he now starts to pick on enemies that are a little more familiar: the scene, high society, the “pretty people” who think they’ve “got it made.” He hasn’t made it to his own hypocrisies – that would come later. But the “us” and “them” are not so clearly defined as earlier albums. Here he bares his teeth at the hipsters, the vanity of that time, the idea that you had a better value system if you were wearing the right pair of boots. ¶ For some, the Sixties was a revolution. But there were others who were erecting a guillotine in Greenwich Village not for their political enemies, but rather for the squares. Bob was already turning on that idea,

even as he best embodied it, with the cork-screw hair Jimi Hendrix would later admit to imitating. The tumble of words, images, ire and spleen on “Rolling Stone” shape-shifts easily into music forms 10 or 20 years away, like punk, grunge or hip-hop. Looking at the character in the lyric, you ask the question “How quickly could she have plunged from high society to ‘scrounging’ for her ‘next meal’?” Perhaps it is a glance into the future; perhaps it’s just fiction, a screenplay distilled into one song.

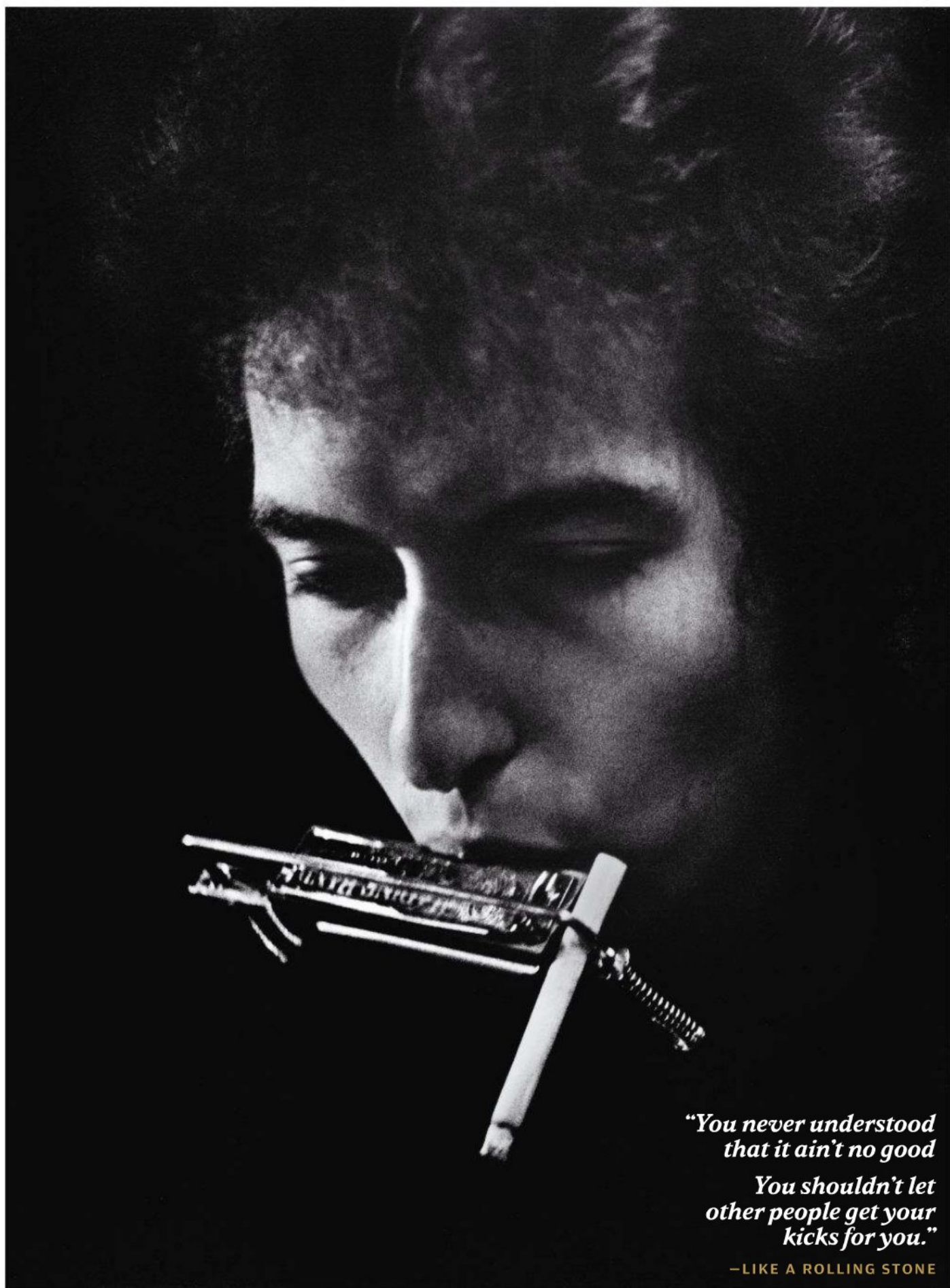
It must have been hard to be or be around Dylan then; that unblinking eye was turning on everybody and everything. But for all the tirading, the real mischief is in its ear-biting humor. “If you ain’t got nothing, you got nothing to lose” is the T-shirt. But the line that I like the best is “You never turned around to see the frowns on the jugglers and the clowns/When they all did tricks for you/You never understood that it ain’t no good/You shouldn’t let other people get your kicks for you.”

The playing on this track – by the likes of guitarist Mike Bloomfield and keyboardist Al Kooper – is so alive and immediate that it’s like you’re getting to see the paint splash the canvas. As is often the case with Bob in the studio, the musicians don’t fully know the song. It’s like the first touch. They’re getting to know it, and you can feel their joy of discovery as they’re experiencing it.

When the desire to communicate is met with an equal and opposite urge not to compromise in order to communicate – when those two things are in perfect balance – is when everything happens with rock & roll. And that’s what Dylan achieved in “Rolling Stone.” I don’t know or particularly care who this song is about – though I’ve met a few people who have claimed it was about them (some who weren’t even born in 1965). The real thrill for me was that “once upon a time” in the world, a song this radical was a hit on the radio. The world was changed by a cranky voice, a romantic spirit, somebody who cared enough about an unrequited love to write such a devastatingly caustic put-down.

I love to hear a song that changes everything. That’s the reason I’m in a band: David Bowie’s “Heroes,” Arcade Fire’s “Rebellion (Lies),” Joy Division’s “Love Will Tear Us Apart,” Marvin Gaye’s “Sexual Healing,” Nirvana’s “Smells Like Teen Spirit,” Public Enemy’s “Fight the Power.” But at the top of this dysfunctional family tree sits the king of spitting fire himself, the juggler of beauty and truth, our own Willy Shakespeare in a polka-dot shirt. It’s why every songwriter after him carries his baggage and why this lowly Irish bard would proudly carry his luggage. Any day.





*"You never understood  
that it ain't no good*

*You shouldn't let  
other people get your  
kicks for you."*

—LIKE A ROLLING STONE





1975

*Blood on the Tracks* was largely borne out of the pain of a failing marriage. "A lot of people tell me they enjoy that album," Dylan said. "It's hard for me to relate to . . . people enjoying that type of pain."

*"I don't know what they're doin' with their lives, but me, I'm still on the road."*

—TANGLED UP IN BLUE

## A Hard Rain's A-Gonna Fall

THE FREEWHEELIN' BOB DYLAN 1963

**2** THE GREATEST PROTEST SONG BY the greatest protest songwriter of his time: a seven-minute epic that warns against a coming apocalypse while cataloging horrific visions – gun-toting children, a tree dripping blood – with the wide-eyed fervor of John the Revelator. "Every line in it is actually the start of a whole song," Dylan said at that time. "But when I wrote it, I thought I wouldn't have enough time alive to write all those songs, so I put all I could into this one."

The threat of nuclear war was in the air at the time, as other songs from the *Freewheelin'* sessions – including "Talkin' World War III Blues" and the anti-fallout-shelter rant "Let Me Die in My Footsteps" – make clear. But this rain was abstract rather than literal. "It's not the fallout rain," Dylan said. "I just mean some sort of end that's just gotta happen."

"A Hard Rain's A-Gonna Fall" – that "a-gonna" was the young Dylan's Woody Guthrie fixation popping out again – began life as a poem, which Dylan likely banged out on a typewriter owned by his buddy (and fellow Greenwich Village dweller) Wavy Gravy. Dylan debuted the song at Carnegie Hall in September 1962, when he was part of a folk-heavy bill in which each act got 10 minutes: "Bob raised his hand and said, 'What am I supposed to do? One of my songs is 10 minutes long,'" said Pete Seeger, the concert's organizer.

"A Hard Rain" is the first public instance of Dylan grappling with the End of Days, a topic that would come to dominate his work. But the tumbling verses of "A Hard Rain" culminate not in catastrophe, but in Dylan describing his task as an artist: to sing out against darkness wherever he sees it – to "tell it and think it and speak it and breathe it" until his lungs burst. "It's beyond genius," says the Grateful Dead's Bob Weir. "I think the heavens opened and something channeled through him."

## Tangled Up in Blue

BLOOD ON THE TRACKS 1975

**3** "[THIS SONG] TOOK ME 10 YEARS to live, and two years to write," Dylan often said before playing "Tangled Up in Blue" in concert. His marriage was crumbling in 1974 as he wrote what would become the opener on *Blood on the Tracks* and his most personal examination of hurt and nostalgia. Dylan's lyrical shifts in perspective, between confession and critique, and his acute references to the Sixties experience evoked a decade of both utopian and broken promise. His plaintive vocal and the fresh-air picking of the Minneapolis session players, organized by his brother, David Zimmerman, hearkened to an earlier pathos: the frank heartbreak and spiritual restoration in Appalachian balladry. Dylan has played this song many different ways live but rarely strays from the perfect crossroads of this recording, where emotional truths meet the everlasting comfort of the American folk song.



## Just Like a Woman

BLONDE ON BLONDE 1966

**4** DYLAN'S FINEST BALLAD IS NOT a love song. "Just Like a Woman" is a complex portrait of adoration and disappointment, written as vengeance but sung as regret. Dylan never revealed a specific inspiration for the woman indicted. (Dylanologists often cite Andy Warhol's star-crossed protégée Edie Sedgwick.) But the song is more about his own turbulent lessons in romance – the giving, taking and leaving. It is also Dylan's first great country-rock performance. Dylan was making thunder and headlines on-stage that year with the Hawks, but he cut this song with Nashville session cats who heard and heightened his tangle of rapture and despair. "There's a lifetime of listening in these details," songwriter Jimmy Webb said. "I still marvel at what an absolutely stunning piece of writing it is."

## All Along the Watchtower

JOHN WESLEY HARDING 1967

**5** YOU COULD SAY THAT JOKES AND theft are the twin poles of Dylan's art, and this 12-line masterpiece about a joker (who believes he's being robbed) and a thief (who thinks everything's a joke) penetrates straight to the core of his work. "Watchtower" is among Dylan's most haunting tunes: Built around an austere arrangement and Dylan's spooked croon, it starts out like a ballad that's going to go on for a long while. But as soon as the joker and the thief get their opening statements, the song ends with an ominous image – two riders approaching – leaving listeners to fill in the blanks.

Jimi Hendrix's definitive reading of "Watchtower" is one of the few Dylan covers that has permanently affected the way Dylan himself plays the song. Hendrix started recording his cover within weeks of *John Wesley Harding's* release, fleshing out the song into something stunningly intense. "He played [my songs] the way I would have done them if I was him," Dylan later said of Hendrix.

## I Shall Be Released

BOB DYLAN'S GREATEST HITS, VOL. 2 1971

**6** WITH ITS SIMPLE, EVOCATIVE tale of a prisoner yearning for freedom, this rock hymn was part of a conscious effort by Dylan to move away from the sprawling imagery of his mid-Sixties masterpieces. "In '68 [Dylan told]

... me how he was writing shorter lines, with every line meaning something," Allen Ginsberg once said. "And from that time came some of the stuff... like 'I Shall Be Released'. ... There was to be no wasted language, no wasted breath."

The result was one of Dylan's best-loved songs, first cut during the 1967 *Basement Tapes* sessions with the Band. The rough church of the organ and guitar frame Dylan's urgent nasal prayer, until Richard Manuel's keening harmony illuminates the chorus, like sunlight pouring through a stained-glass window. Years later, in the mid-Eighties, David Crosby sang that chorus to himself – "Any day now, any day now/I shall be released" – in his Texas prison cell, as he served nine months on drug and weapon charges. "I wrote it on the wall," he recalls. "It took me hours. But I did it. And I remember taking heart from it."

## It's Alright, Ma (I'm Only Bleeding)

BRINGING IT ALL BACK HOME 1965

**7** "I DON'T KNOW HOW I GOT TO write those songs," Dylan said in 2004, apropos of "It's Alright, Ma." "Try to sit down and write something like that. I did it once, and I can do other things now. But I can't do that."

Written in Woodstock in the summer of 1964, while his folk-scene compadres Joan Baez and Mimi and Richard Fariña were Dylan's houseguests, "It's Alright, Ma" is a transition from the politically minded lyrics that had briefly been Dylan's stock in trade to a broader vision of "life, and life only": Instead of pointing fingers at a particular flaw of culture, the song tears down the entire decrepit thing, declaring that all is vanity and hypocrisy and phony propaganda.

On a purely technical level, "It's Alright, Ma (I'm Only Bleeding)" is dazzling, with an incredibly complicated rhyme scheme and a melody that barrels along on two notes until the flourish at the end of each verse. The lyrics incorporate nods to Arthur Koestler (author of *Darkness at Noon*), the Book of Ecclesiastes and even Dylan's beloved Elvis Presley (the title is just a hair shy of Presley's line "That's all right, now, Mama"). It's always been a tricky song for Dylan to sing – a snapshot of a particular moment in his artistic development, a jewel that he's lucky enough to own rather than a machine whose workings he understands from having built it. Talking about "It's Alright, Ma" in 1980, he described the difficulty of getting "in touch with the person you were when you wrote the songs... but I can still sing it, and I'm glad I've written it."

## Mr. Tambourine Man

BRINGING IT ALL BACK HOME 1965

By DAVID CROSBY

**8** AS FAR AS I CAN TELL, THE BYRDS' RECORDING OF "Mr. Tambourine Man" was the first time anyone put really good poetry on the radio. The Beatles hadn't gotten to "Eleanor Rigby" or "A Day in the Life" – they were still writing "Ooh, baby." But Bob's lyrics were exquisite. "To dance beneath the diamond sky with one hand waving free" – that was the line that got me. At the time of "Mr. Tambourine Man," I think he was finding himself as a poet. He was learning to be beautiful. ¶ I had seen Bob back at Gerde's Folk City in New York years earlier. Everyone was talking about him. I saw him play and thought, "Fuck, I can sing better than that. Why are they making all that fuss about him?" Then I started really listening. And I almost quit, right there. Truthfully, I think the Byrds were Bob's best translators. Bob did not envision this song the way we did it. When he came to the studio where we were rehearsing and heard us do "Mr. Tambourine Man," he was stoked. I think hearing our version was part of what made Dylan shift over to being a rocker. He thought, "Wait a minute, that's my song," and he heard how it could be different.



## Visions of Johanna

BLONDE ON BLONDE 1966

**9** “VISIONS OF JOHANNA” IS A TOUR de force, a breakthrough not only for the writer but for the very possibilities of songwriting. An extended, impressionistic account of a woozy New York City night, rich in pictorial detail and erotic longing, the five long verses zigzag between Dylan’s acute dissection of one woman, the tangible and available Louise, and his longing for an absent ideal. Johanna may not even be real. But she is an addiction. “It’s extraordinary,” Bono once said. “He writes this whole song seemingly about this one girl, with these remarkable descriptions of her, but this isn’t the girl who’s on his mind! It’s somebody else!”

Dylan’s masterpiece of obsession – written, ironically, shortly after his marriage in 1965 – was a passion in itself. He debuted the song in concert in December 1965, to an audience that included ex-paramour Joan Baez and poet Allen Ginsberg, then played it every night on the 1966 world tour – notably in the solo acoustic sets. A November ’65 attempt to cut an electric “Johanna” with the Hawks (under the explicitly bitter title “Seems Like a Freeze Out”) had run aground after 14 takes. The Hawks were still too much of a bar band; the song’s confessional complexity required poise as well as muscle.

In contrast, Dylan nailed “Johanna” on the first take in Nashville. The local session pros, supplemented by Robbie Robertson’s crying-treble guitar, brought the right unhurried empathy to Dylan’s vocal mood swings – from a whisper to a howl at the moon in the same verse – and unforgettable lyric images.

“I still sing that song every once in a while,” Dylan said in 1985. “It still stands up now as it did then. Maybe even more in some kind of weird way.”

## Every Grain of Sand

SHOT OF LOVE 1981

**10** “IT’S LIKE ONE OF THE GREAT Psalms of David,” Bono says about “Every Grain of Sand,” the spell-binding ballad from *Shot of Love* that concludes Dylan’s overtly Christian songwriting phase. Equal parts Blakean mysticism and biblical resonance, the song abandons the self-righteousness that plagued Dylan’s religious work to offer a desperate prayer for salvation. Shadowing Dylan on vocals is gospel great (and Dylan flame) Clydie King: “I get chills when I hear her just breathe,” Dylan said. “Every Grain of Sand” taps into a moving humility (“Sometimes I

turn, there’s someone there, other times it’s only me,” he sings). As Bono puts it, “Dylan stops wailing against the world, turns on himself and is brought to his knees.”

Dylan later described “Every Grain of Sand” as “an inspired song that just came to me. . . . I felt like I was just putting words down that were coming from somewhere else.”

## It’s All Over Now, Baby Blue

BRINGING IT ALL BACK HOME 1965

**11** IN THE FILM “DON’T LOOK Back,” Dylan sits around his room in London’s posh Savoy Hotel, surrounded by hangers-on. Bored, he picks up an acoustic guitar and plays a new song he’s just written: “It’s All Over Now, Baby Blue.” He has an evil grin on his face; after the first two verses, it’s the only smile in the room – everyone else looks shattered. The party’s definitely over.

The song is his devastating farewell to innocence, kicking Baby Blue out into the street, whether that means the end of a

friendship or his abandonment of the folk scene. After he was famously booed off-stage for going electric at the Newport Folk Festival, and returned with an acoustic guitar, this is the song he chose to play as his hard-ass response.

It instantly became one of his most covered songs. But nobody’s ever sung “Strike another match, go start anew” with the menace of Dylan himself.

## Subterranean Homesick Blues

BRINGING IT ALL BACK HOME 1965

**13** THE AMERICAN DREAM, according to Dylan: “Twenty years of schooling and they put you on the day shift.” And that’s if you get lucky, kid. “Subterranean Homesick Blues” was his first electric blast, released as a single in March 1965 and crashing the Top 40. Dylan delivers a proto-rap barrage of one-liners sending up America’s mixed-up confusion. “Look out, kid/You’re gonna get hit,” Dylan advises, on the run from cops, teachers, the army and even meteor-

## Desolation Row

HIGHWAY 61 REVISITED 1965

By MICK JAGGER

**12** “DESOLATION ROW” IS SO SIMPLE MUSICALLY – JUST three chords for 11 minutes, with a minimal amount of accompaniment – yet it’s so effective. There’s Dylan, a bassist and a session guitar player, Charlie McCoy, from Nashville, who adds a nice little counterpoint to the melody. Even after many listenings, his playing still sounds sweet; I like the slight Spanish tinge of it. But it doesn’t get in the way of what obviously is the main thing: the vocal and the lyrics. ¶ Dylan’s delivery is recitative, almost deadpan, but he engages you. What’s wonderful about the lyrics is all these characters that he inveighs on our imagination: Famous people surrealistically appear, some of them mythical and some of them real. The Phantom of the Opera. Ezra Pound and T.S. Eliot. Cinderella. Bette Davis. Cain and Abel. ¶ One of my favorite parts is the bit about “Einstein, disguised as Robin Hood”: “You would not think to look at him, but he was famous long ago/For playing the electric violin on Desolation Row.” It’s just a great image of Einstein, isn’t it? It’s his hair – all his hair jutting out, and he’s got the violin, which, of course, he used to play. Someone said that “Desolation Row” is Dylan’s version of “The Waste Land.” I’m not sure if that’s true, but it’s a wonderful collection of imagery – a fantasy Bowery – that really gets your imagination working.



1966

Dylan faces a press conference in Copenhagen. Playing with the Hawks, Dylan set Europe on fire that spring.



*“God say, ‘You can do what you want Abe, but  
The next time you see me comin’ you better run.’”*

—HIGHWAY 61 REVISITED

ologists. (Although the radical group the Weathermen took their name from the song anyway.)

“It’s not folk rock, it’s just instruments,” Dylan explained in 1965 to the *Chicago Daily News*. “I’ve been on too many other streets to just do that.” And with “Subterranean Homesick Blues,” he made America’s streets sound scarier – and more exciting – than ever.

## Highway 61 Revisited

HIGHWAY 61 REVISITED 1965

**14** “I ALWAYS FELT LIKE I’D started on it, always had been on it, and could go anywhere from it,” Dylan said of Highway 61, which runs from his native Minnesota down to

New Orleans. Here, he proved just how far he could take it. Recorded in a marathon session that also spawned “Just Like Tom Thumb’s Blues,” “Ballad of a Thin Man” and “Queen Jane Approximately,” the galloping title track from 1965’s electric breakthrough *Highway 61 Revisited* is Dylan in frizzed-out jeremiad mode. He leads a series of star-crossed characters (most famously, God and Abraham) down to America’s “blues highway,” while spitting venom at a series of American hypocrisies (phony patriotism, crass commercialism). Session musician Al Kooper claimed he lent Dylan the police whistle that jarringly kicks off and closes the song, instructing him to use it instead of his harmonica. “A little variety for your album,” he told Dylan at the time. “Suits the lyric better.”

## Simple Twist of Fate

BLOOD ON THE TRACKS 1975

**15** IN “SIMPLE TWIST OF FATE,” Dylan looks at an idyllic relationship that fell apart for reasons neither party can control. People logically assumed he was singing about the breakup of his marriage to Sara, but his lyric notebook for *Blood on the Tracks* reveals a different story. Originally, the song had a subtitle, “4th Street Affair,” named for the apartment at 161 W. 4th St. where he lived with girlfriend Suze Rotolo shortly after arriving in New York. The narrator of the song has moved on to meaningless one-night stands (as Dylan surely had in early 1975), but his heart was more than 10 years in the past.



## Positively 4th Street

BOB DYLAN'S GREATEST HITS 1967

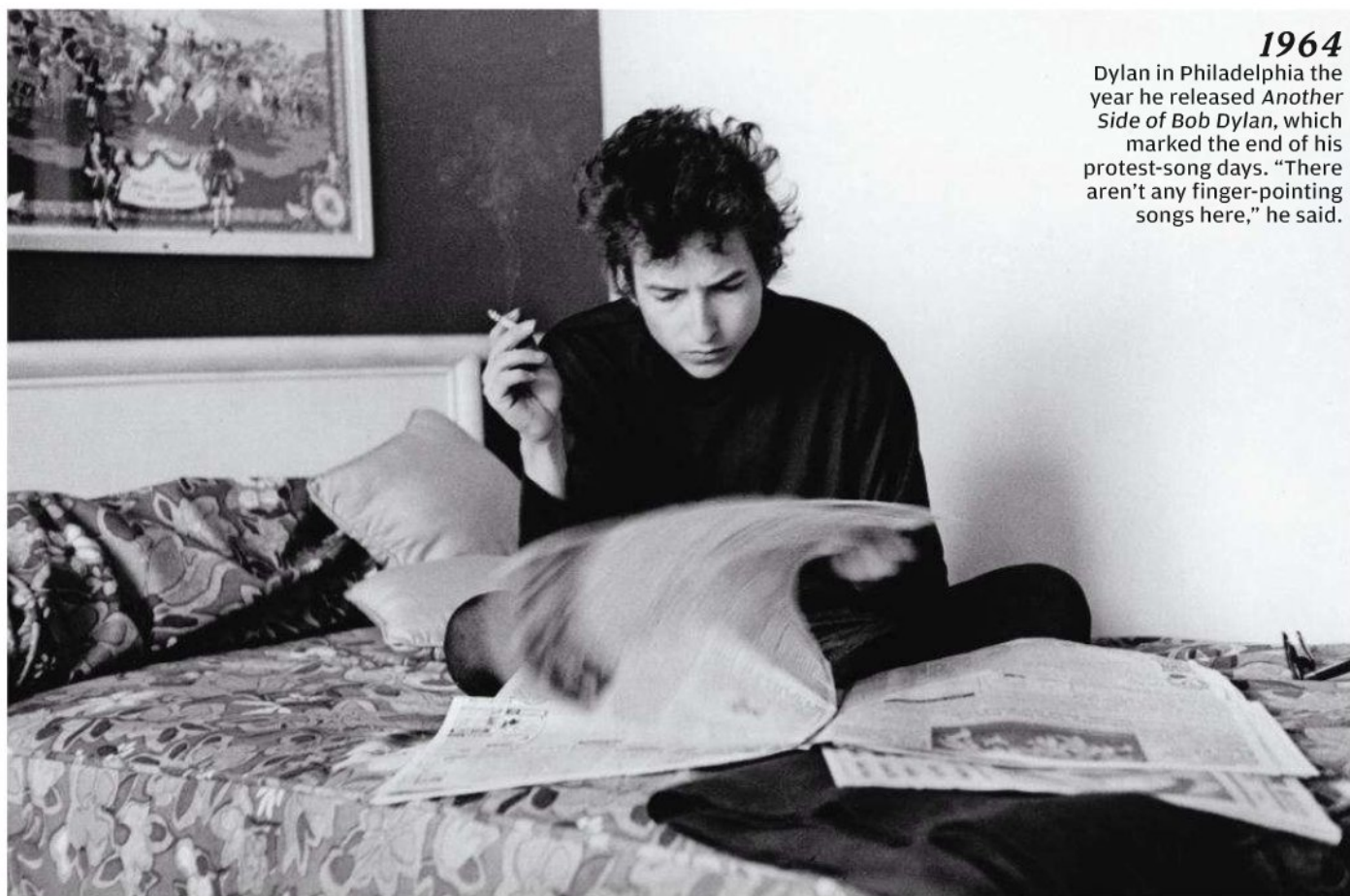
By LUCINDA WILLIAMS

**16** I LOVE THE THEME OF THIS SONG: JEALOUSY OVER artistic success. I've seen it happen. "You see me on the street, you always act surprised/You say, 'How are you? Good luck!' But you don't mean it." I discovered that when I tried to move back to Austin. I started there singing on the street in 1974, and then I tried to move back there later after I'd been in L.A. It just didn't work. Once we were playing somewhere, and I ran into a friend from back in the day, another musician. I was getting back on the bus, and she wanted to hang out – she said, "Lucinda, sometimes I wish you weren't famous." What the hell is that supposed to mean? Jesus. But that's what "Positively 4th Street" is about. I love that last line: "I wish that for just one time, you could stand inside my shoes/You'd know what a drag it is to see you." It feels so good to sing it. I've heard that he wrote the song when he started getting famous and he was still living in the Village. Nobody wants to admit that that stuff goes on, and of course nobody knows what it's like to be Bob Dylan. There's only one of him. He's so damn good at that.

## This Wheel's on Fire

THE BASEMENT TAPES 1975

**17** A KALEIDOSCOPIC EVOCATION of chaos that can suggest anything from Vietnam to Dylan's 1966 motorcycle crash, "This Wheel's on Fire" is actually a song of lethal, disciplined fury. It is Dylan's sneering promise – in his original '67 *Basement Tapes* vocal – that the betrayal implied in the first two verses and made plain in the third ("You're the one/That called on me to call on them/To get you your favors done") will be avenged in full. Compressing that wrath into tight, mocking cadence must have exhausted him; Dylan asked the Band's Rick Danko to come up with the melody, a slow and forlorn thing that also caught the despair of abandonment. "I was teaching myself to play piano," Danko recalled. "Some music I had written just seemed to fit with Dylan's lyrics." "This Wheel's on Fire" got a shot of adrenaline and a funky keyboard part (played on a repurposed telegraph key) when the Band recorded it for their 1968 debut album, *Music From Big Pink*. But the Byrds cut the definitive cover for their 1969 LP, *Dr. Byrds and Mr. Hyde*: Clarence White's searing fuzz guitar sounds like apocalypse arrived.



**1964**

Dylan in Philadelphia the year he released *Another Side of Bob Dylan*, which marked the end of his protest-song days. "There aren't any finger-pointing songs here," he said.

© DANIEL KRAMER



## Ballad of a Thin Man

HIGHWAY 61 REVISITED 1965

**18** DYLAN HAS WRITTEN A LOT of mean-spirited songs, but few are funnier or more cutting than this stomping tune about a dude who totally doesn't get it – or even what there is to get. Dylan serves up baffling lines (“You should be made to wear earphones!”), then mocks his baffled listeners for not being in on the joke. It's also packed with homoerotic innuendo, from the naked man in the first verse to the sword swallower and the one-eyed midget who show up later on, maybe because nothing's more certain to make strait-laced folks like Mr. Jones uncomfortable. Dylan has addressed the question of the real Mr. Jones' identity many times over the years, but his most convincing answer came in 1985: “There were a lot of Mr. Joneses at that time. . . . It was like, ‘Oh, man, here's the thousandth Mr. Jones.’”

## Blind Willie McTell

THE BOOTLEG SERIES VOL. 1-3 1991

**19** “INFIDELS” PRODUCER-GUITARIST Mark Knopfler was reportedly shocked when Dylan cut this highlight from the album. Decades later, Dylan's decision remains inscrutable: “Blind Willie McTell” is one of his few masterpieces from the early Eighties. Over blessedly spare instrumentation, he goes deep into the South of chain gangs, undertakers' bells and “charcoal gypsy maidens.” It's a chilling tribute to the real McTell – who, like Dylan, was known for his never-ending tours. “I was born a ramblin’,” the late singer once said. “I'm gonna ramble till I die.”

## Blowin' in the Wind

THE FREEWHEELIN' BOB DYLAN 1963

**20** THE SONG THAT FIRST branded Dylan a prophet asks nine questions and answers none of them. A rewrite of the anti-slavery spiritual “No More Auction Block,” Dylan claimed to have knocked out this meditation on humanity's inhumanity in 10 minutes. The version of the song most people heard in 1963 wasn't Dylan's – it was Peter, Paul and Mary's cover, which hit Number Two on the pop chart. But in any version, the words are so simple, it sounds like they're handed down from the sky on stone tablets. “It's absolutely wonderful writing,” says Merle Haggard. “It was timely then and is still timely today.”



**2001**

Dylan released *Love and Theft* on September 11th. “The album deals with power, wealth, knowledge and salvation – the way I look at it,” he told RS.

## Mississippi

LOVE AND THEFT 2001

By SHERYL CROW

**21** I RELEASED “MISSISSIPPI” BEFORE DYLAN DID, ON my album *The Globe Sessions*. It changed the whole record. There's no fat in the song – every line has a purpose. He said that he liked every line of his songs to have the possibility of being the first line of a new song. That's certainly the case with “Mississippi.” He gets very philosophical about aging, telling a story about redemption and resolution for the everyman in a way that's almost biblical: “Well, my ship's been split to splinters and it's sinkin' fast/I'm drownin' in the poison, got no future, got no past/But my heart is not weary, it's light and it's free.” ¶ It's Dylan writing like a short-story writer, like Steinbeck or Mark Twain – creating a story, but making these classical, sweeping statements. “Mississippi” is our introduction to Dylan as somebody facing mortality with an upbeat attitude. Bob Dylan may be turning 70, but he never gets older to me. That's what mythological characters are all about.



## Don't Think Twice, It's All Right

THE FREEWHEELIN' BOB DYLAN 1963

**22** IN 1962, DYLAN WAS HEART-broken after Suze Rotolo, his first serious girlfriend, left New York for an open-ended stay in Italy. Out of that pain came this classic breakup ballad, in which he reels from a desperate sense of abandonment to sharp bitterness ("You just kinda wasted my precious time"). "It isn't a love song," he wrote in the liner notes to *The Freewheelin' Bob Dylan*. "It's a statement that maybe you can say to make yourself feel better. It's as if you were talking to yourself."

Dylan borrowed the song's melody from folk singer Paul Clayton (who had himself adapted it from the earlier tune "Scarlet Ribbons for Her Hair"), later settling out of court when Clayton filed a claim against him. But a poultry supplier near Dylan and Rotolo's former Greenwich Village apartment inspired one key image: "When your rooster crows at the break of dawn/Look out your window, and I'll be gone." As Rotolo recalled in her 2008 memoir, "When Bob and I stayed up all night . . . we heard the roosters crowing at the break of dawn."

*"It ain't no use in  
turnin' on your  
light, babe,  
I'm on the dark side  
of the road."*

—DON'T THINK TWICE, IT'S ALL RIGHT

## Forever Young

PLANET WAVES 1974

**23** DYLAN RECORDED THIS folksy prayer twice with the Band — as a sparkling ballad version that closed Side One of *Planet Waves*, and a stomping country-rock take that kicked off Side Two. Lyrics such as "May you have a strong foundation/When the winds of changes shift" are as universal and uplifting as Dylan has ever written; they also work as a blessing for a generation coming out of a post-Sixties cultural hangover. (Are those the same winds he once suggested the answer is blowin' in?) Dylan said he wrote it for his son Jesse; others see it as a nod to Neil Young, who scored a Number One hit in 1972 with "Heart of Gold."

## 1963

Dylan in New York.

"I get mad when I see friends of mine sitting in Southern jails, getting their heads beat in," he said. "What comes out in my music is a call to action."





# Lay, Lady, Lay

NASHVILLE SKYLINE 1969

By LENNY KRAVITZ

**24** I FIRST HEARD “LAY, LADY, LAY” WHEN I WAS SIX or seven, riding around New York in the back seat of my parents’ old VW Bug, listening to WABC. It was the first Bob Dylan song I remember loving. Later, when I heard another one of his songs, I wondered, “Where’s that low, crooning voice?” He’s singing it in a very different voice from his normal one. I thought this guy sounded like that all the time! ¶ It’s a very black song – very soulful and sensual. “Lay across my big brass bed” is a lyric you would expect to hear from Isaac Hayes. The beautiful thing about Dylan is that he is such a chameleon. He’s got so many characters inside of him, like a painter with limitless amounts of color. I love the vocal. I love the descending chord progression. I love the drum fills. It’s a simple, beautiful love song, and I love the whole feel of it.

## Knockin’ on Heaven’s Door

PAT GARRETT & BILLY THE KID 1973

**25** ALWAYS A FAN OF WESTERNS (and outlaws of every stripe), Dylan wrote a handful of songs for Sam Peckinpah’s 1973 film *Pat Garrett and Billy the Kid*. Jerry Fielding, a composer brought in to help Dylan with the music, described his reaction to hearing this heartbreaking sketch of a dying lawman: “It was shit. That was the end for me.” Dylan, of course, had the last laugh. “Knockin’ on Heaven’s Door” became a Number 12 hit and one of his most-covered songs, with hit versions by both Eric Clapton and Guns n’ Roses. Musically, it’s also one of his simplest compositions – if you can play four easy chords and remember seven lines, you’ve got it down – which may be why, when a guest star shows up for the encore at a Dylan show, this is often the song that gets performed.

## Masters of War

THE FREEWHEELIN’ BOB DYLAN 1963

**26** “MASTERS OF WAR” IS DYLAN’S angriest protest song. His starting point seems to be the fears of nuclear holocaust so prevalent in the early Sixties – but characteristically, Dylan took that common theme and gave it a crucial twist. Where typical anti-war songs might indict politicians or generals, Dylan

directly challenges arms manufacturers (“You that build the death planes/You that build the big bombs”). His target is the military-industrial complex itself: Greed drives the masters of war, not ideology. “Is your money that good?” Dylan spits out as he envisions a world awash in blood. “Will it buy you forgiveness?” The song ends with the singer calling out for the deaths of those bomb builders, promising to stand over their graves “till I’m sure that you’re dead.” “I don’t sing songs which hope people will die,” Dylan observed at the time. “But I couldn’t help it with this one.”

## Sad-Eyed Lady of the Lowlands

BLONDE ON BLONDE 1966

**27** IN HIS 1976 CLASSIC “SARA,” Dylan explained this song as a tribute to his first wife, whom he had secretly married just months before starting work on *Blonde on Blonde*. “Staying up for days in the Chelsea Hotel,” he sang wistfully, “writing ‘Sad-Eyed Lady of the Lowlands’ for you.” Like so many stories about Dylan’s past, the anecdote from “Sara” is both fascinating and mostly false. “Sad-Eyed Lady of the Lowlands” is indeed an ode to Sara Dylan, but he largely wrote it on the spot during the dead of night in a Nashville studio. While the session musicians he’d hired played cards, he sat down and wrote the sweetly surreal verses. “It started out as just a little thing,” Dylan said in 1969. “But I got car-

ried away somewhere along the line.” After eight hours of work, Dylan called the band members into the studio at 4 a.m. and gave them minimal instructions. They had no idea the song would keep going for 11 minutes – and they were stunned once more when, afterward, Dylan told them they had nailed it on the very first take.

## The Times They Are A-Changin’

THE TIMES THEY ARE A-CHANGIN’ 1964

**28** WHEN PEOPLE DESCRIBE Dylan as the “spokesman of a generation,” they are thinking of the man best defined by “The Times They Are A-Changin’.” And while Dylan would later bluntly reject that title, he consciously sought it with this passionate anthem. A masterpiece of political songwriting, it addresses no specific issue and prescribes no concrete action, but simply observes a world in violent upheaval. (That the song was released just months after the assassination of John F. Kennedy only lent it more power.) Dylan sings in the voice of a bard or prophet, in cadences that are clearly biblical – in his words, “short, concise verses that piled up on each other in a hypnotic way.”

## You Ain’t Goin’ Nowhere

BOB DYLAN’S GREATEST HITS VOL. II 1971

**29** HOW DID DYLAN SPEND THE Summer of Love? Holed up in a basement in upstate New York, making strange demos with his friends in the Band, singing this stoic warning about tough times ahead: “Strap yourself to the tree with roots/You ain’t goin’ nowhere.” The first time most people outside Big Pink heard “You Ain’t Goin’ Nowhere” was in the Byrds’ straight country rendition on 1968’s *Sweetheart of the Rodeo*. Dylan released it three years later as one of the new tracks on his *Greatest Hits Vol. II*, turning it into a good-time banjo shuffle with his Woodstock pal Happy Traum. He added a sly riposte to the Byrds’ Roger McGuinn: “Gonna see a movie called *Gunga Din*/Pack up your money, and pull up your tent, McGuinn.” The definitive *Basement Tapes* version is mysterious, doomy, yet somehow still festive – you can hear Dylan crack up in the final chorus. In an outtake, he sings it as a stoned nonsense lullaby, apparently addressed to his housemates: “Look here, dear soup, you’d best feed the cats/The cats need feeding and you’re the one to do it.” He left the cats out of later versions, but kept the song’s playful spirit.



## Girl From the North Country

THE FREEWHEELIN' BOB DYLAN 1963

By KEITH RICHARDS

**30** WHILE THE BRITISH INVASION WAS GOING ON, Bob Dylan was the man who really pulled the American point of view back into focus. At the same time, he had been drawing on Anglo-Celtic folk songs, and that's certainly true of "Girl From the North Country." It's got all the elements of beautiful folk writing without being pretentious. ¶ In the lyrics and the melody, there is an absence of Bob's later cutting edge. There's none of that resentment. It's very hard to write songs like that. He recorded it again later with Johnny Cash, but I just don't think it's a duo song. I think Bob got it right the first time. ¶ In a way, I see "Girl From the North Country," "Boots of Spanish Leather" and "To Ramona" as a trilogy. Is Ramona the girl from the north country? Is she the same chick who sends the boots of Spanish leather? There's some connection between them. Also, the guitar picking is almost the same lick in "Boots of Spanish Leather" and "Girl From the North Country." It's like an extension of the same song. ¶ Before he went electric and submitted himself to that relentless discipline of a rhythm section, there was a beautiful flow in Bob's songs that you can only get with just a voice and a guitar. He can float across the bar here and there. He's not restricted by anything; it's a beautiful form of expression. You let certain notes hang longer, and it doesn't matter because it all goes with the song. ¶ He's the most prolific writer: I think he's written more songs than I've had hot dinners. So, Bob, just keep 'em coming! He's an inspiration, really, to us all, beyond even the songwriting, because he's always trying to go somewhere new. I love the man – and I love that he rock & rolls, too!

## Can You Please Crawl Out Your Window?

NON-ALBUM SINGLE 1965

**31** DYLAN FAMOUSLY KICKED folk singer Phil Ochs out of a limousine for saying he didn't like "Can You Please Crawl Out Your Window?" In fact, it's one of Dylan's great diss tracks. A sequel of sorts to "Like a Rolling Stone," the song distills its predecessor's torrent of contempt down to a taut three and a half minutes of lean, tossed-off spite. The driving, no-frills style came from Levon and the Hawks, backing Dylan in the studio for the first time after playing only a handful of live shows together. But the public wasn't buying it: "Can You Please Crawl Out Your Window?" fizzled at Number 58 on the *Billboard* charts.

## Chimes of Freedom

ANOTHER SIDE OF BOB DYLAN 1964

**32** THE MOST AMBITIOUS SONG Dylan had written to date – a six-verse masterpiece in which a thunderstorm and its lightning flashes become a beacon that summons outlaws, outcasts, artists and "every hung-up person in the whole wide universe" – reportedly evolved out of a brief poem he'd written about John F. Kennedy's assassination in late 1963. Dylan's gift for internal rhyme and assonance flowered here, as did his knack for phrasemaking: "starry-eyed an' laughing," "midnight's broken toll," "chained an' cheated by pursuit." He first performed it in mid-February 1964, and recorded it that June for *Another Side of Bob Dylan* (after half a dozen false starts – it's tough to keep that many

lines straight). By the end of the year, he'd dropped "Chimes of Freedom" from his set, but other artists picked it up and ran: The Byrds recorded it for their first album in 1965, and Bruce Springsteen made it the title track of a 1988 EP.

## Idiot Wind

BLOOD ON THE TRACKS 1975

**33** THE ORIGINAL VERSION OF this *Blood on the Tracks* centerpiece was a rueful acoustic ballad, but when Dylan rerecorded half of the album at the last minute in Minneapolis, the heavily rewritten "Idiot Wind" became one of his most scathing, frothing, furious songs – a rant against the woman he married and idiocy itself. "You're an idiot, babe/It's a wonder that you still know how to breathe," goes the chorus, and that's not even as harsh as it gets. Dylan makes sure he's not spared from blame: "It's a wonder we can even feed ourselves," he sings in the last line. The live version on *Hard Rain* – performed with its apparent target, his soon-to-be ex-wife, in the audience – is crueler and even more gloriously raging. Dylan said of the song, "I didn't feel that one was too personal, but I felt it seemed too personal. Which might be the same thing."

## Isis

DESIRE 1976

**34** SARA DYLAN WAS IN THE studio the day her husband recorded "Isis." Her presence was fitting: The song may well be an elaborate allegory of their marriage, separation and brief reunion – re-imagined as the epic quest of a narrator who must trek through icy storms, scale pyramids and rob an ancient grave before winning back his runaway bride, the "mystical child" named Isis. Dylan wrote much of it in an all-night writing session with theater director Jacques Levy. He was so proud of the lyrics that he presented them to friends at New York club the Other End. "Bob read the lyrics to a bunch of people sitting around the bar and everybody responded," said Levy. "Everyone gets hooked in that story." Before long, an incendiary version of "Isis" became a mainstay of Dylan's legendary Rolling Thunder Revue. "Here's a song about marriage," he once said before playing it. Then, with his face painted white, he'd stalk the stage like a shaman, using only his voice, harmonica, hands and body to tell the song's tall tale. It was the first time most fans had ever seen him perform in concert without a guitar.



*"I came in from the East with the sun in my eyes,  
I cursed her one time, then I rode on ahead."*

—ISIS



**1975**

Dylan on the road with his extravagant Rolling Thunder Revue. "Ever seen those Italian commedia dell'arte troupes?" he said. "This is an extension of that."

## The Greatest Dylan Covers of All Time

**Jimi Hendrix**

**ALL ALONG THE WATCHTOWER**

Hendrix echoes the apocalypse of Dylan's final verse with guitar riffs like gale-force winds. "It overwhelmed me," Dylan said.

**The Byrds** **MR. TAMBOURINE MAN**

The first Dylan song to hit Number One on the pop charts, in June 1965 – their incandescent jangle made Dylan's word rush feel like a psychedelic experience.

**Stevie Wonder** **BLOWIN' IN THE WIND**

On his 1966 version, Wonder brought out the gospel in a folk song that was itself based on an anti-slavery spiritual.

**Them** **IT'S ALL OVER NOW, BABY BLUE**

Sung by a 20-year-old Van Morrison, Them's 1966 version turns the original's cerebral kiss-off into a boozy howl.

**Jim James and Calexico**

**GOIN' TO ACAPULCO**

The My Morning Jacket frontman's high tenor takes this *Basement Tapes* gem to a distant place even Dylan and the Band couldn't reach.

**Jerry Garcia and Merl Saunders**

**POSITIVELY 4TH STREET**

Dylan's ultimate fuck-you gets sung with gentle California equanimity on this 1973 recording. Garcia shoots his solos straight at the heart, killing with kindness.

**Emmylou Harris**

**EVERY GRAIN OF SAND**

Harris delivered Dylan's ballad of spiritual struggle in her sublimely weathered voice; produced by Daniel Lanois, it hangs perfectly between heaven and earth.

**George Harrison**

**IF NOT FOR YOU**

This gorgeous rendition of a handsomely simple love song appears on 1970's *All Things Must Pass*, lit up with harmonica and Harrison's silvery slide-guitar licks.

**Roger McGuinn** **UP TO ME**

In 1976, McGuinn took a shot at this storied *Blood on the Tracks* outtake about manning up and doing what needs to be done. McGuinn made it his own, changing the word "harmonica" to "Rickenbacker."

**PJ Harvey**

**HIGHWAY 61 REVISITED**

Polly Jean Harvey brings forth a speaker-blowing Frankenstein of Delta blues, heavy-metal power chords and hyperventilating vocals, all animated by a slithering Captain Beefheart groove.



## The Lonesome Death of Hattie Carroll

THE TIMES THEY ARE A-CHANGIN' 1964

**35** "IT'S A TRUE STORY, BUT I changed the reporter's view," Dylan said of this chilling murder ballad. Dylan had read a story in *Broadside*, his favorite folk-music zine, about Hattie Carroll, a black hotel employee and a mother of nine from Baltimore, who died after she was allegedly struck by William Zantzinger, a white tobacco-farm owner. Zantzinger subsequently served six months in jail for manslaughter, though evidence later cast doubt on his guilt.

Zantzinger is certainly guilty in "The Lonesome Death of Hattie Carroll," a deceptively gentle-sounding song, in which Dylan tweaked some of the facts of the case while keeping the details thick and vivid (the murder weapon is "a cane that he twirled around his diamond ring finger"). The result was a compelling story-song that doubled as an indictment of racism and class division. "The pacing is punctuated by that lovely, lilting chorus," says Tom Morello. "It feels like you're walking toward her grave."

## Maggie's Farm

BRINGING IT ALL BACK HOME 1965

**37** THE SONG THAT ANNOUNCED a reborn Dylan when he opened his debut electric set with it at the 1965 Newport Folk Festival, was in fact a folk song: a riff on the evil-boss-man tune "Down on Penny's Farm." In its studio version, "Maggie" was a swinging country rocker, but the Newport take wasn't so jolly. Over lacerating guitar, Dylan declared, "I try my best/To be just like I am/But everybody wants you/To be just like them." His defiant tone later inspired Barack Obama, who cranked the song to steel himself during the 2008 election. "I've got probably 30 Dylan songs on my iPod," he told *ROLLING STONE*. "One of my favorites during the political season is 'Maggie's Farm.'"

## My Back Pages

ANOTHER SIDE OF BOB DYLAN 1964

**38** "MY BACK PAGES" WAS THE sound of the greatest protest singer of the Sixties leaving politics behind – an alternately wistful and sneering ballad in which Dylan re-

calls his days as a political folkie and pokes fun at his former self-seriousness on the song's chorus: "I was so much older then, I'm younger than that now." Dylan promised a break with the past by calling the LP *Another Side of Bob Dylan*. "My Back Pages" was his statement of intent. "There aren't any finger-pointing songs here," Dylan said of the album. "I don't want to write for people anymore. You know – be a spokesman."

## Hurricane

DESIRE 1976

**39** IN 1975, DYLAN TOOK UP THE cause of Rubin "Hurricane" Carter, a black boxer serving a life sentence for a 1966 triple murder. "I recognized the fact that here was a brother," Carter said of Dylan, who visited him in jail. Dylan would organize two benefit concerts, and with theater director Jacques Levy, he wrote "Hurricane," a roaring declaration of the boxer's innocence. The song opens like a film script ("Pistol shots ring out in the barroom night"), and ends more than eight minutes later with Carter in jail. The attention Dylan called to Carter helped win him a retrial, but he was convicted again. Then, in 1985, that conviction was overturned. In 1988, all murder charges against him were dropped.

## I Dreamed I Saw St. Augustine

JOHN WESLEY HARDING 1967

**40** THIS DELICIOUSLY AMBIGUOUS hymn riffs on the opening line of "Joe Hill," a folk standard about a labor organizer and songwriter who was executed (and probably framed) for a double murder. Dylan replaces folkie certainty with layered complexity: St. Augustine is a martyr, but the narrator places himself "amongst the ones/That put him out to death," and it's never clear if we should sympathize with Augustine or Dylan or anyone at all. What we do know for sure is Dylan's tattered, slightly out-of-tune intensity. It's an earnest gesture of faith in something that he doesn't quite understand.

## I'll Keep It With Mine

BIOGRAPH 1985

**41** DYLAN CUT "I'LL KEEP IT WITH Mine" in 1965 but didn't release it until years later – and has never played it live. That didn't stop others from falling in love with the song, a ballad of

## With God on Our Side

THE TIMES THEY ARE A-CHANGIN' 1964

By TOM MORELLO

**36** I MAY BE THE LAST PERSON ALIVE WHO STILL believes that Dylan sold out at Newport in 1965 when he went electric. The pressure was on him to lead a movement, something he didn't sign up for and wasn't interested in. I think he missed an opportunity to see if there was a ceiling to what music could do to push forward radical politics. But he came close with "With God on Our Side." ¶ I never knew how politically radical Dylan was until I got *The Times They Are A-Changin'*. He was 22, but he sounds like he's 80, like this wizened guy who's had a long life as a vigilante, croaking out songs of hard truth. But "With God on Our Side" is not some historical relic. It is a living exposé of war crimes, past, present and future. ¶ In the song, Dylan lays bare the hypocrisy of war and unmasks the whitewashing of America's military ventures. He's singing about the people who make war, profit by it, and the poor families that send off their children to die. "You don't count the dead when God's on your side," he sings. "And you never ask questions when God's on your side." From shock-and-awe to Abu Ghraib, dead civilians to the morass in Afghanistan, those phrases can very much be applied to our exploits today.





1969

At his Woodstock, New York, home with kids Samuel and Anna the year he released *Nashville Skyline*. "These are the type of songs I always felt like writing," he said.

friendship whose 1965 version features a sweet, plaintive vocal. "It's hypnotic – just Dylan and piano," says Cameron Crowe, "and his vocal is kind of heroic." (The song has been covered by Judy Collins, Nico and Fairport Convention.) "Maybe it didn't sound like a *record* to me," said Dylan, talking about shelved recordings like "I'll Keep It With Mine." But he was still philosophical about this particular song's appeal: "If people like it, they like it."

## I Threw It All Away

NASHVILLE SKYLINE 1969

**42** AFTER SEVEN YEARS OF Dylan songs that were wildly original, it was a shock to hear him plunge into straightforward Tin Pan Alley-style song structure, and even more of a shock to hear his hyperarticulate cowboy mouth murmuring lines like "Love is all there is, it makes the world go 'round." Turns out he was great at straight-faced country rock, too: The song's regretful lyrics suggest that it is an apology for the sharp left turn Dylan's career had taken, from the hard-touring, reluctant pop oracle to a clean-cut homebody who longed to be a part of the Nashville machine.

## Gotta Serve Somebody

SLOW TRAIN COMING 1979

By SINÉAD O'CONNOR

**43** I WAS ABOUT 13 WHEN MY OLDER BROTHER JOSEPH brought home *Slow Train Coming*, and it just completely blew my mind. People say – and I hope it's not true – that Dylan doesn't stand by that record. It's a staggering album for anyone to make, but especially him. ¶ The song that killed me most was "Gotta Serve Somebody." Living in a Catholic family in Ireland, the only religious music we had ever heard was just awful stuff – so incredibly boring. For that song to come out in Ireland at that time was life-changing. He wasn't giving a lecture or pointing to a congregation and telling them what to do. There was a sexuality, almost, in the sound of the guitar and the other instruments. ¶ And the lyrics are brilliant – what he's saying is that whatever you're going to do with your life, you're fucked if you don't stand for something. I quite like that, as a lesson from a master teacher on how to be an artist and also, I suppose, on how to live your life. What he's saying is, "Don't just get into your bed and curl up under the covers. You have to get the fuck up."



## Stuck Inside of Mobile With the Memphis Blues Again

BLONDE ON BLONDE 1966

**44** “OH, MAMA, CAN THIS REALLY be the end?” Dylan moans over and over in this desperate, seven-minute epic. Dylan drives the Nashville session pros through verse after verse of surreal blues imagery, and the band sounds inspired by the challenge. The mood is all sex, drugs, temptation and paranoia. Despite the poetic abstraction, Dylan delivers one of *Blonde on Blonde*’s most sensual vocals.

## It Ain’t Me, Babe

ANOTHER SIDE OF BOB DYLAN 1964

**45** LIKELY WRITTEN IN A LONDON hotel, “It Ain’t Me, Babe” is among Dylan’s most elegant women-don’t-get-me songs, cataloging an erstwhile girlfriend’s ill-founded expecta-

tions of old-fashioned chivalry and fidelity. The opening line (“Go ’way from my window”) is a poetic formula that goes back to the 16th century, but the song also takes from more contemporary sources: The “no, no, no” appeared to parody the “yeah, yeah, yeah” in the Beatles’ “She Loves You.” “Eight in the Top 10,” Dylan said of the Fab Four’s pop dominance. “It seemed to me like a definite line was being drawn.”

## Spanish Harlem Incident

ANOTHER SIDE OF BOB DYLAN 1964

**47** DYLAN PERFORMED THIS brief, tender slip of a song about a crush on a fortuneteller exactly once (at the Halloween show documented on *Live 1964: Concert at Philharmonic Hall*). The “incident” of its title seems to be as tiny as incidents come: the “gypsy gal” holding his hand in hers, and sparking a flurry of associations. “Spanish Harlem Incident” is one of Dylan’s most open, unambiguous sex songs, complete with references to her “rattling drums” and his “restless palms.”

## Jokerman

INFIDELS 1983

By CHRIS MARTIN

**46** I GOT INTO BOB DYLAN WHEN I WAS 16. I’D HEARD the myth, “Oh, Bob Dylan, he can’t sing.” But at this point, half of the CDs I own are Dylan albums. About once a year, I’ll spend a month listening to Bob Dylan and nothing else. I remember a friend of George Harrison saying, “Oh, George just likes to get home and listen to his Bob Dylan albums.” Sometimes you don’t need anything else. ¶ I discovered *Infidels* after I saw the video for “Jokerman.” It had Italian paintings and religious imagery and Ronald Reagan showed up in the end. I’d thought I was a massive Dylan fan, but “Jokerman” was a shock: “How can this guy have a song that comes from this other world, and it’s still so brilliant?” Mark Knopfler and Mick Taylor – the unsung hero of the Rolling Stones – on guitars. And Sly and Robbie brought that reggae vibe. The song feels 87 minutes long, like dinner finally came around and they stopped rolling tape. I spend eight weeks writing two lines. ¶ I don’t think about who this Jokerman is – whether it’s God, Satan or Dylan himself. The beauty of Bob Dylan is in the mystery. I love the lines “The book of Leviticus and Deuteronomy/The law of the jungle and the sea are your only teachers.” And the chorus, with that “oh-oh-oh” chant out of tune – the only other person who can get away with singing like that is Jay-Z, on “D.O.A.” It sounds effortless in the best possible way.

## Sara

DESIRE 1976

**48** THE MOST OVERTLY AUTOBIOGRAPHICAL song Dylan ever wrote directly addresses his then-estranged wife. It also showed that Dylan could turn on the charm. “Sara” is a love song largely devoted to memories – images of their children at play, the couple sharing glances over “white rum in a Portugal bar” – with Dylan referring to Sara as the “sweet love of my life” in a spare, dirgelike waltz. Late in the song, Dylan pointedly asked for forgiveness but also sounded like a man grown distant and mystified, referring to Sara as a “Scorpio Sphinx in a calico dress.” The Dylans reconciled for a time, but as the marriage disintegrated for good the next year, Dylan replaced “Sara” with the splotchy “Idiot Wind” in the Rolling Thunder Revue’s sets. The pair were officially divorced in 1977.

## Up to Me

BIOGRAPH 1985

**49** “UP TO ME” IS ONE OF THE top-shelf songs that Dylan left off albums (in this case, *Blood on the Tracks*) for reasons known only to him. It is reminiscent of “Shelter From the Storm” both musically and in terms of its spare arrangement. Thematically, the song perfectly suits the album, which was inspired by the dissolution of Dylan’s marriage to Sara Lowndes. “Up to Me” may simply have been too personal for Dylan to release it. “And if we never meet again, baby, remember me,” he sings in the song’s last verse. “How my lone guitar played sweet for you that old-time melody.” Of course, he denied that interpretation. “I don’t think of myself as Bob Dylan,” he told Cameron Crowe. “It’s like Rimbaud said, ‘I is another.’”

## Not Dark Yet

TIME OUT OF MIND 1997

**50** A FEW MONTHS BEFORE Dylan released 1997’s *Time Out of Mind*, he was hospitalized with a severe heart infection that made him think he’d “be seeing Elvis soon.” “Not Dark Yet” was finished long before his illness, but the hauntingly beautiful song seemed to almost foretell it. Against Daniel Lanois’ trademark swampy production, Dylan sings in the voice of a man facing the twilight of his life. “I was born here and I’ll die here



1997

Dylan playing for Pope John Paul II in Italy. "I love the stained-glass poetry of Dylan's later, more reverent work," says Bono.



against my will," he sings. "I know it looks like I'm moving, but I'm standing still." Dylan recorded death-obsessed songs on his very first album in 1962. Here, he was a road-weary 55, and you can hear every one of those years in that voice.

## Things Have Changed

WONDER BOYS (SOUNDTRACK) 2000

**51** WHEN DYLAN ACCEPTED HIS 2001 Oscar for this contribution to the *Wonder Boys* soundtrack, he thanked "the members of the Academy who were bold enough to give me this award for . . . a song that doesn't pussyfoot around nor turn a blind eye to human nature." That's one way of putting it: "Things Have Changed" is one of the bitterest songs he's ever written. And a harsh riposte to some of his own earlier political songs, with their longing for justice and progress; "I used to care," he sings with unmistakable intent. "But things have changed." As the title suggests, it's basically the evil twin of "The Times They Are A-Changin'."

## Tears of Rage

THE BASEMENT TAPES 1975

**52** THIS MESMERIZING BALLAD first came to the world's attention as the opening track on the Band's 1968 masterpiece, *Music From Big Pink*. There it is sung with agonizing grace by keyboardist Richard Manuel, who co-wrote the song with Dylan during the 1967 sessions at Big Pink. When *The Basement Tapes* officially came out in 1975, a version with Dylan singing lead came to light. Like so many of the songs Dylan wrote at Big Pink, "Tears of Rage" is elliptical, a string of casually surreal images that draw on the Bible and, in this case, Shakespeare's *King Lear*. Its tale of generational strife, tone of betrayal and opening reference to Independence Day suggest that the culture wars over Vietnam and civil rights were also on Dylan's mind. The song's repeated reminders that "life is brief" rise above cliché to a desperate moral calling, an insistence that, whatever our differences, our shared mortality must make for compassion.

## When I Paint My Masterpiece

BOB DYLAN'S GREATEST HITS VOL. II 1971

**53** PROBABLY THE LEAST IRRITATING song ever written about the life of a superstar on the road, Dylan's studio version surfaced in late 1971 among the unreleased material on *Greatest Hits Vol. II*. Produced by Leon Russell, the track lays gospel piano chords under a lament about awaiting inspiration in between gigs, aimless wandering, fame-related hassles and "a date with Botticelli's niece." The definitive version was recorded live with the Band on New Year's Eve 1971 and released on the Band's *Rock of Ages*. "Sailin' round the world in a dirty gondola," he hollered, "oh, to be back in the land of Coca-Cola!" wringing more emotion out of a brand name than anyone before or since.

## 4th Time Around

BLONDE ON BLONDE 1966

**54** WHAT EXACTLY INSPIRED "4th Time Around" is one of the great Bob Dylan mysteries. The melody and story line are a direct takeoff of the 1965 Beatles song "Norwegian Wood" – among the band's first songs with a clear Dylan influence. Was the line "I never asked for your crutch, now don't ask for mine" a warning to stop ripping him off? Dylan has never said, but three months after he recorded "4th Time Around," he went on a famously stoned-out limo ride with John Lennon around London and didn't seem to be harboring any malice. The next year he released *John Wesley Harding*, which has what appears to be an upside-down image of the Beatles hidden in a tree on the cover – but that's another mystery.

## If Not for You

NEW MORNING 1970

**55** AFTER THE CONCEPTUAL and critical disaster that was *Self-Portrait* (ROLLING STONE review: "What is this shit?"), fans wondered if Dylan had lost it. They didn't have to wonder long – *New Morning*, released four months later, opened with this swift, lovely little country-rock tune. "I wrote the song thinking about my wife," Dylan said, and its lyrics are all about domestic bliss and gratitude. Hearing the cockiest songwriter alive showing a little humility for a change is a treat.





**1965**

The year he went electric. "I can't call it folk rock. It's a whole way of doing things."

## You're Gonna Make Me Lonesome When You Go

BLOOD ON THE TRACKS 1975

By JIM JAMES

**56** "BLOOD ON THE TRACKS" HAS ALWAYS BEEN ONE of my favorite Dylan records – it's the classic tough-love album to turn to when you're feeling kind of alone. This song might win my repeat-listening award. I don't know if it's just the acoustic guitar and the bass, the way they work together rhythmically, but when I hear the song, it's just the essence of love. He's describing everything so viscerally. I can almost smell the trees and different people I've known over the years, the flowers, the sunlight – the way things look when you're falling in love and how that turns in on itself when you have to leave or move on or life changes you or changes the other person. He's reflecting on it in such a beautiful way, saying that person will always be a part of him. He'll see her everywhere.

## Just Like Tom Thumb's Blues

HIGHWAY 61 REVISITED 1965

**57** HAD DYLAN EVEN VISITED Mexico prior to penning this tale of a dissolute trip to Juárez? Does it really matter? Dylan's version of the border town is a dangerous yet alluring place, rife with drugs, corruption and "hungry women" like Saint Annie and Sweet Melinda – whose innocent names belie the fact that "they really make a mess outta you." The song took on an even more sinister vibe when Dylan performed it with the Hawks on his 1966 world tour. A vicious live take from Liverpool, released as a B side to "I Want You," was for many years the only official documentation of that historically raucous tour.

## Percy's Song

BIOGRAPH 1985

**58** PERHAPS BEST KNOWN FROM Joan Baez's scene-stealing performance in *Don't Look Back*, "Percy's Song" was originally recorded for *The Times They Are A-Changin'* in 1963 but didn't make the final track list. Even so, this mournful lament stands up beside Dylan's finest work from that era. He sings in haunted tones of a friend who is on trial for manslaughter after a fatal car crash. "He ain't no criminal, and his crime it is none," the narrator protests, but his pleas to the judge for leniency are all in vain.

## Million Dollar Bash

THE BASEMENT TAPES 1975

**59** "MILLION DOLLAR BASH" IS a theme song of sorts for *The Basement Tapes*: a playful string of nonsense lyrics ("And his cheeks in a chunk/With his cheese in the cash") set to a sweet, off-kilter melody that captures the spirit of people playing music purely for the fun of it. Dylan recorded it at Big Pink in July 1967 with the Band's Garth Hudson, Richard Manuel and Rick Danko. No one drums on the track, which partly accounts for its gleeful, teetering rhythms. Those basement sessions can themselves be thought of as a "Million Dollar Bash" – a joyful, restorative break from the madness of Dylan's increasing fame. As Dylan told *ROLLING STONE* in 1969, "That's really the way to do a recording – in a peaceful, relaxed setting – in somebody's basement. With the windows open . . . and a dog lying on the floor."



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## Buckets of Rain

BLOOD ON THE TRACKS 1975

By CAMERON CROWE

**60** ONE OF THE GREAT GIFTS BOB DYLAN HAS IS TO slip a grace note into an album, something that doesn't cry out to be noticed, but is unforgettable. To me, that's "Buckets of Rain," the perfect grace note for *Blood on the Tracks*: melancholy, loping and bittersweet. It's sly and unpretentious, but has huge power. Any room I've ever played it in has changed as a result. ¶ The one little thing in the corner of an album, a movie or any piece of writing can be the most important element of all. The quiet little song makes *Blood on the Tracks* complete, and one of his greatest albums. ¶ Dylan was in his middle period when he wrote it. I heard he went back to Minnesota and was living on a farm. He had a notebook, and the lyrics of *Blood on the Tracks* were honed in that period. He was going to get personal. It was going to hurt to hear, but it was going to be revelatory. It turned out to be the confessional Dylan album that people had been craving for a long time, and he hasn't really gone back there since. He put up a lot of roadblocks and disinformation about it, but *Blood on the Tracks* is his *Blue* – his confessional album about relationships. I can't think of it without "Buckets of Rain." Dylan's stuff continues to inform every generation – it just lives and lives, and a song like "Buckets of Rain" breathes with a simple truth about real life. After a blistering heartache comes a soothing rain.

## Dylan's Most Inscrutable Lyrics

Five cryptic classics that keep Dylanologists guessing

### Gates of Eden

Generations of Dylan freaks have tried to crack this majestic acoustic masterpiece. Who's the "gray-flannel dwarf"? What "four-legged forest clouds"? All we know is we're in love with that motorcycle black madonna two-wheeled gypsy queen.

### The Ballad of Frankie Lee and Judas Priest

Frankie Lee, the gambler, borrows money from Judas, who flees to a house called Eternity. That's where things get weird. Spoiler alert: Frankie dies! Or something!

### Changing of the Guards

You have to hand it to *Street Legal* fans: They're a cult unto themselves. They never give up trying to figure this album out, not even when Dylan whips out Tarot

cards. Best line: "They shaved her head/ She was torn between Jupiter and Apollo."

### I'm Not There

A melody this gorgeous makes you want to spend years pondering the song's bottomless mysteries. Dylan mumbles huge chunks in an antiquated dialect of his own devising ("Heaven knows that the answer/ She's don't calling no one" . . . ?), but that just adds to the mood of total isolation.

### I'll Keep It With Mine

Virtually everyone who attempts this ballad oversings it, trying to prove they have a clue what the chorus "If I can save you any time, come on, give it to me, I'll keep it with mine" means. But the only singer who's ever sounded like he gets the secret is Dylan himself – and he's not telling.

## It Takes a Lot to Laugh, It Takes a Train to Cry

HIGHWAY 61 REVISITED 1965

**61** THIS SEXY SHUFFLE WAS STILL a hopped-up blues called "Phantom Engineer" when Dylan debuted it at the 1965 Newport Folk Festival. Later, it was the first song he attempted during the sessions for *Highway 61 Revisited* – but Dylan, frustrated with the uptempo arrangement, set it aside after a few takes and cut "Tombstone Blues" instead. He spent his lunch break at the piano, working out a slower version that let him linger over the lyrics' vintage blues tropes ("Don't the moon look good, mama, shinin' through the trees") and sly conversational asides ("I wanna be your lover, baby, I don't wanna be your boss"). The results felt both timeless and brand-new.

## Queen Jane Approximately

HIGHWAY 61 REVISITED 1965

**62** JOAN BAEZ ONCE REFERRED to *Highway 61 Revisited* as a "bunch of crap." The queen of folk may have been commenting on the album's raucous sound; she may also have been thinking of this song, a takedown of a woman cloistered by beauty and privilege. "Queen Jane" goes from caustic ("When all the clowns that you have commissioned have died in battle or in vain") to tender ("Won't you come see me, Queen Jane?"), and the music is some of the most elegant on *Highway*. Is the song about Baez? Maybe. When a journalist asked him about the Queen's identity, Dylan shot back, "Queen Jane is a man."

## If You See Her, Say Hello

BLOOD ON THE TRACKS 1975

**63** "IF YOU SEE HER, SAY HELLO" might be the single most painful moment on *Blood on the Tracks*. Elsewhere on the LP he sounds spiteful or philosophical, but here he's grappling with fresh grief: "To think of how she left that night," he sings, "it still brings me a chill." Like much of the album, this song went through extensive revisions – an early draft's "If you're making love to her, kiss her for the kid" was softened to "If you get close to her, kiss her once for me." But the final version still cuts close to the bone. Hearing Dylan admit, "Either I'm too sensitive or else I'm gettin' soft" packs just as much punch as his most venomous songs.



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**1985**  
Dylan plays Farm Aid in Illinois with Tom Petty and the Heartbreakers.

## Abandoned Love

BIOGRAPH 1985

**64** A MID-SEVENTIES CASTOFF, with Scarlet Rivera's fiddle carving up the melody across a loose, bouncy country two-step. The lyrics, however, are no tea dance: a chain of couplets that keep cinching tighter as they chart a destroyed relationship in cutting detail. "Everybody's wearing a disguise/To hide what they've got left behind their eyes," Dylan wails. "But me, I can't cover what I am/Wherever the children go I'll follow them." Recorded in 1975, it was dropped from the *Desire* LP in favor of "Joey." But "Abandoned Love" eventually surfaced on *Biograph*, where it was revealed as one of his most tortured, heart-broken recordings.

## Tough Mama

PLANET WAVES 1974

**65** ONE OF DYLAN'S HORNIEST jams was recorded in November 1973. The Band crank up a killer boogie-rock groove. The character list reads like something off the *Workingman's Dead* lyric sheet: There's Jack the Cowboy, the Lone Wolf and the title hottie, alternately known as Tough Mama, Dark Beauty, Sweet Goddess and Silver Angel. Yet the poetic derangement is all Dylan in lines like "Today on the countryside it was a-hotter than a crotch/I stood alone upon the ridge and all I did was watch." Maybe that's why, compared to the man's other great rockers, it's rarely covered – after all, few can out-derange Dylan.

## Shelter From the Storm

BLOOD ON THE TRACKS 1975

**66** THE TWIN MOODS OF "Shelter From the Storm" are best captured in two wildly different performances. On *Blood on the Tracks*, the song is an acoustic reflection on a relationship mysteriously gone bad, a fond remembrance of a woman who, for all her faults, provided the singer a respite, however brief, from the world's trials. On the live album *Hard Rain*, meanwhile, the song is a roaring rock & roll juggernaut, a sneering denunciation of a hypocritical lover whose offer of a warm, safe haven is dismissed as a cynical joke.

Encompassing such emotional extremes within a single song is one of Dylan's most distinctive gifts – in this case, a song that took shape as his marriage to Sara was disintegrating. "Beauty walks a razor's edge," he sings, and as the song makes clear, when you pursue it, you sometimes bleed.

*"Everybody's wearing a disguise, To hide what they've got left behind their eyes."*

—ABANDONED LOVE

## Leopard-Skin Pill-Box Hat

BLONDE ON BLONDE 1966

**67** NOT MANY SONGS ABOUT sexual jealousy are as hilarious as this loping, snarling 12-bar Chicago-style blues number. The *Blonde on Blonde* recording has the loose, stumbling tone of a one-take throwaway, but in fact Dylan uncharacteristically took 22 different stabs at it over the course of four sessions in six weeks; an earlier, slower ramble through it appears on the *No Direction Home* soundtrack.

It's a little masterpiece of inside-out innuendo and twisted double-entendre: the drunken hookup implicit in "just like a mattress balances on a bottle of wine," an invitation to see the sun rise, followed by "we'll both just sit there and stare." And who's the victim of Dylan's invective here? Rumors suggest that it's fashionable-hat-wearer Edie Sedgwick, with whom he'd been spending time not long before.



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## One Too Many Mornings

THE TIMES THEY ARE A-CHANGIN' 1964

**68** "ONE TOO MANY MORNINGS" is an aching pretty breakup song – and the rare tune where Dylan offered a fare-thee-well without assigning any blame. It's as subdued a song as any in Dylan's catalog – just gentle acoustic picking, harmonica and a spare, resigned vocal. Likely another tune inspired by his relationship with Suze Rotolo, it's like a gentler version of "Don't Think Twice, It's All Right." Dylan is leaving his bedroom, the street is ahead of him, when he looks back with a conciliatory goodbye: "You're right from your side/I'm right from mine." "One Too Many Mornings" proved ripe for revisiting, both by Dylan (whose electric version on his 1966 tour turned the gentle tune into something like punk rock) and Johnny Cash, who recorded the song four times – twice with Dylan (in separate versions from the *Nashville Skyline* sessions), once with Waylon Jennings and once on his own.

## One More Cup of Coffee (Valley Below)

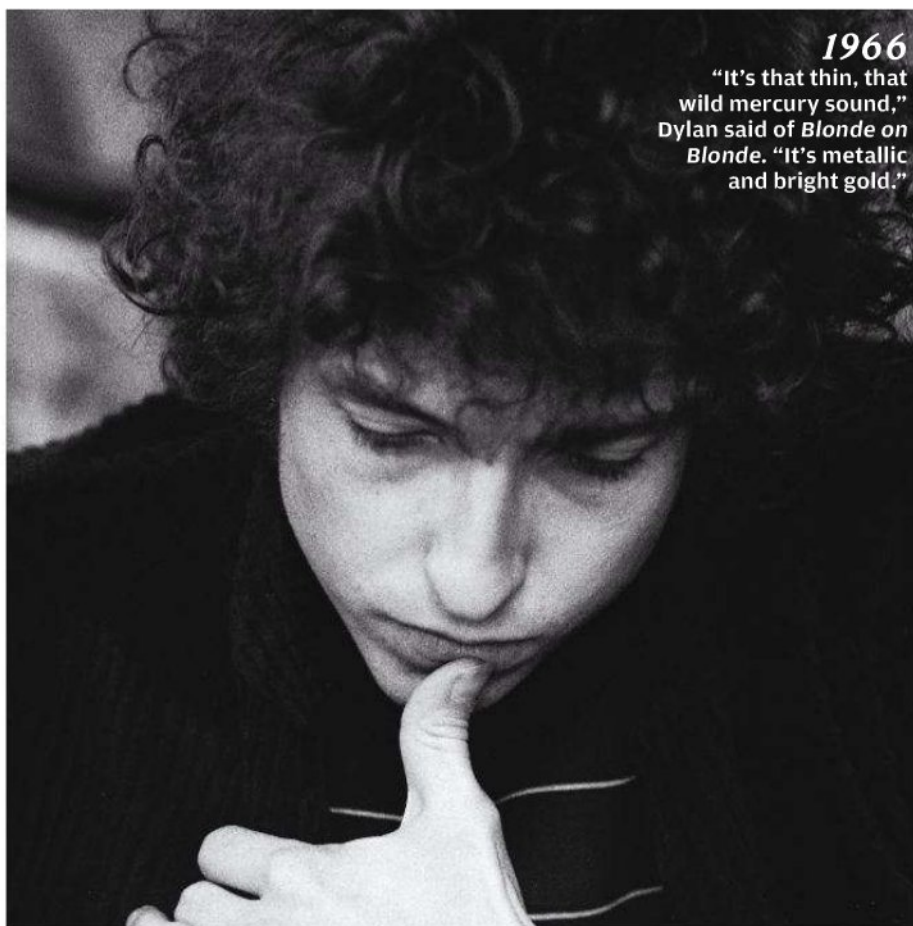
DESIRE 1976

**69** ON MAY 24TH, 1975 (HIS 34th birthday), Dylan was visiting painter David Oppenheim in the South of France, and the two of them went to a gypsy festival. There, as Dylan later recounted, he "got mixed up with someone" and met a man who "had maybe 16 to 20 wives and over a hundred children." Dylan stayed for a week; as he left, he asked for a cup of coffee for the road. "I wasn't sure if I could say anything else, but it was dangerous territory."

That's a good story, anyway, and it might have been the germ of "One More Cup of Coffee." The song is an eerie-sounding tribute to a woman with eyes "like two jewels in the sky" and a rich and powerful father. It's full of mysticism and made all the more powerful by the distinct vocals: Dylan's keening voice blends with spooked-angel backing from Emmylou Harris. The real gypsy gesture here, though, is Scarlet Rivera's haunting violin line.

### CONTRIBUTORS

Anthony DeCurtis, Jon Dolan, Patrick Doyle, David Fricke, Andy Greene, Will Hermes, Alan Light, Austin Scaggs, Rob Sheffield, Simon Vozick-Levinson, Douglas Wolk



1966

"It's that thin, that wild mercury sound," Dylan said of *Blonde on Blonde*. "It's metallic and bright gold."

## To Ramona

ANOTHER SIDE OF BOB DYLAN 1964

By JACKSON BROWNE

**70** THERE'S NOT A WORD ABOUT THE CIVIL RIGHTS movement in this song. But to me, it's about that as clearly as a James Baldwin novel. I've always seen *Ramona* as a young black woman at some New York party she doesn't feel comfortable at, and there is Bob Dylan giving her emotional contact. He's specific about the erotic, her attractions. I see that woman's beautiful black face, her "cracked country lips." He's describing her in terms that take us past this scene. ¶ It is a song imbued with the struggle for personal freedom and the perpetual trap of co-dependence. This was a moment when people wanted a leader and spokesman to point the way. But in this song, Dylan dismantles that: "I'd forever talk to you/But soon my words/They would turn into a meaningless ring." He's always an advocate for self-empowerment, finding your own way. ¶ The problem with any kind of polemic is that it's too rigid for what life really is. That is the most significant thing at the heart of Bob Dylan's elusiveness. He tells *Ramona*, "You've been fooled into thinking/That the finishin' end is at hand." But it's not. These battles will go on.



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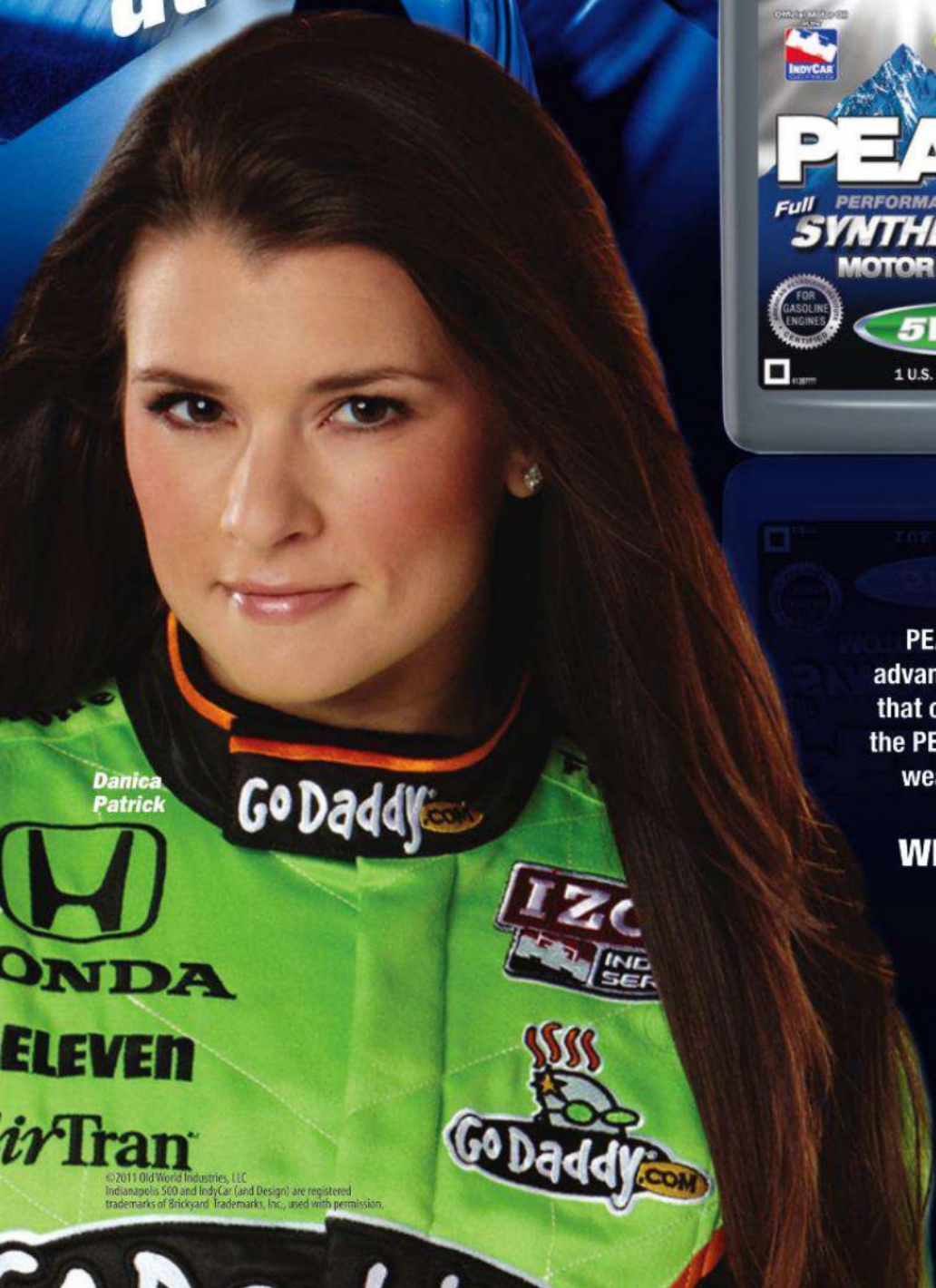
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# Reviews

NEW CDS .....Pg. 82  
SINGLES .....Pg. 85  
MOVIES .....Pg. 91  
CHARTS .....Pg. 98



The Cars  
reassemble  
— and prove  
they haven't  
lost a hand clap

The Cars ★★½

Move Like This *Hear Music/  
Concord Music Group*

BY JODY ROSEN



There are moments when *Move Like This*, the first new album by the Cars

in 24 years, sounds so much like a Record by the Cars that you find yourself laughing out loud. Take “Sad Song,” on which the opening salvo — a terse guitar strum set against the machinelike thwack of snare drum and hand claps — is such a note-perfect evocation of the band’s vintage attack that it almost plays like winking self-parody. Ronald Reagan was mired in the Iran-Contra scandal when Ric Ocasek and Co. released their last studio album; Benjamin Orr, the Cars’ bassist and co-lead singer, died in 2000. But the Cars haven’t moved their music an inch. This is the sound of a band picking up a conversation in midsentence.

Can you blame them? Their hits are still radio mainstays, and their influence is audible in successive generations of pop-savvy rockers, from Weezer to the Strokes. Listen back to “Just What I Needed” or “Drive” and you’ll hear where many of today’s young bands learned their tricks: how to mix guitars and synthesizers, how to make rock that’s as tuneful as bubblegum, and pop that’s as stylishly sinister as rock. *Move Like This* is a reminder that New Wave can still sound new, especially when the Cars do it. Produced with skillful restraint by Ocasek, his bandmates and the



dependable Jackknife Lee (the Hives, Snow Patrol), the album calls to mind adjectives long associated with the Cars: taut, sleek, seamless, efficient. It's a record that whizzes past – 10 songs in less than 40 minutes – leaving behind a dark gleam.

It opens with a socko one-two punch: "Blue Tip" and "Too Late," textbook Cars songs that place Ocasek's deadpan atop Elliot Easton's tensile lead guitar and Greg Hawkes' blipping, squealing keyboards. The Cars have been called post-punk pop classicists – what Buddy Holly might have sounded like had he lived long enough to trade in his Strat for a Roland synthesizer. But the thing that has really set them apart is groove, and Ocasek is at his best in songs like "Keep on Knockin'," singing a jittery version of the boogie blues.

Ocasek's lyrics can be hard to parse, whether about sex ("Your waxy face is melting on your lap/I sat there trying to crush a gingersnap") or politics ("Sanctuary in the heartland/Black-and-white TV/Stroking all the gun-heads/To the ninth degree"). But for Ocasek, the sound is more important than the message – in fact, the sound is the message. The Cars have always been mood-music specialists; their cold, brittle, shiny songs evoke long nights, jagged nerves, frustrated longings.

Orr added some warmth, a touch of daylight, to the proceedings, but with him gone, Ocasek has burnished the group's music to a glossier shade of noir. "Your eyes are dim, your heart is blue/'Cause nothing ever lasts," Ocasek croaks over chiming guitar arpeggios in "Take Another Look"; on "Sad Song," he sings, "It's just a sad song that pulls you along." Long after we thought we'd heard the last from them, the Cars have made their darkest, most romantic album. It pulls you along.

**Key Tracks:** "Sad Song," "Take Another Look," "Blue Tip"



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# Danger Mouse's Big New Score

**Producer recruits Jack White and Norah Jones for a spaghetti-Western fantasy**

**Danger Mouse and Daniele Luppi**

★★★★½ Rome Capitol



It's nice when dreams come true, and even better when the person has dreamed big. Super-producer Danger Mouse has for years been talking privately about a project inspired by 1960s-70s Italian film scores, and he didn't cut corners: He and co-composer Daniele Luppi booked a studio in Rome co-founded by Ennio Morricone, and reconvened the soundtrack guru's key musicians. *Rome* opens on the tumbleweedy voice of 76-year-old Edda Dell'Orso, who sang the haunting operatic vowels around Clint Eastwood in 1966's *The Good, the Bad and the Ugly*. It's a 15-track score to a film that exists only in your head.

Co-stars Jack White and Norah Jones get three songs each. White is a ghostly high-plains drifter on "The Rose With the Broken Neck" and a self-loathing mercenary on "Two Against One." Jones plays even more against type, conjuring a sultry Sicilian soul diva over Isaac Hayes-style strings on "Season's Trees," and awesomely declaring, "I'm the disease," on "Black." More vocal tracks would be nice, but *Rome* is as much about sublime instrumentals – made of celesta, harpsichord, Hammond organ, strings, nasty funk guitar and those weird-ass choirs – as lead singers, just as Sergio Leone's great Westerns were as much about fantastic landscapes as acting. Just switch your cell to "vibrate" and enjoy the show.

**Key Tracks:** "The Rose With the Broken Neck," "Black"

WILL HERMES



**WHEN IN ROME**  
Luppi, Danger Mouse, Jones, White (from left)

## The Lonely Island ★★★★★½

Turtleneck & Chain

Universal Republic

**SNL's joke-rap geniuses tap Bolton and Beck for second LP**



Five years since "Dick in a Box" forever changed our idea of dicks, boxes and Justin

Timberlake, *SNL*'s pop-parody trio show no sign of running out of impossibly brilliant half-jokes. Their consistently great second disc combines songs you've YouTube'd to death ("I Just Had Sex," "Motherlover") with top-shelf new material featuring good sports from Michael Bolton to Snoop Dogg (they also throw in a DVD of their Web shorts). The best parody is "No Homo" ("Eh, yo, no homo, but I wanna dress up like Dorothy and butt-fuck a dude while he 69s Morrissey"). But there's quality pop too: The Beck-abetted "Attracted to Us" is both a hilarious shy guy's anthem and a fine summer jam.

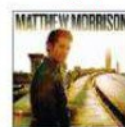
JON DOLAN

**Key Tracks:** "No Homo," "Attracted to Us," "I Just Had Sex"

## Matthew Morrison ★★★★★½

Matthew Morrison Mercury

**Now on the promenade deck: Glee guy serves up solo LP**



Matthew Morrison, who plays glee-club director Will Schuester on *Glee*, is a Broadway vet with a nimble, earnest tenor – the sort of voice that's great in a production of *Guys and Dolls* but seems milquetoast on a pop record. On his debut, Morrison flexes his falsetto in "Summer Rain," an ode to al fresco nooky, and sounds goofy in "Don't Stop Dancing," a cruise-ship version of club music. There are duets with Sting, Elton John and Gwyneth Paltrow. (Guess which two sing circles around him.) Verdict: a mildly charming, sometimes gawky LP that will please Glee's and befuddle everyone else. Prediction: It'll be a huge hit.

JODY ROSEN

**Key Track:** "Mona Lisa and Mad Hatters/Rocket Man"





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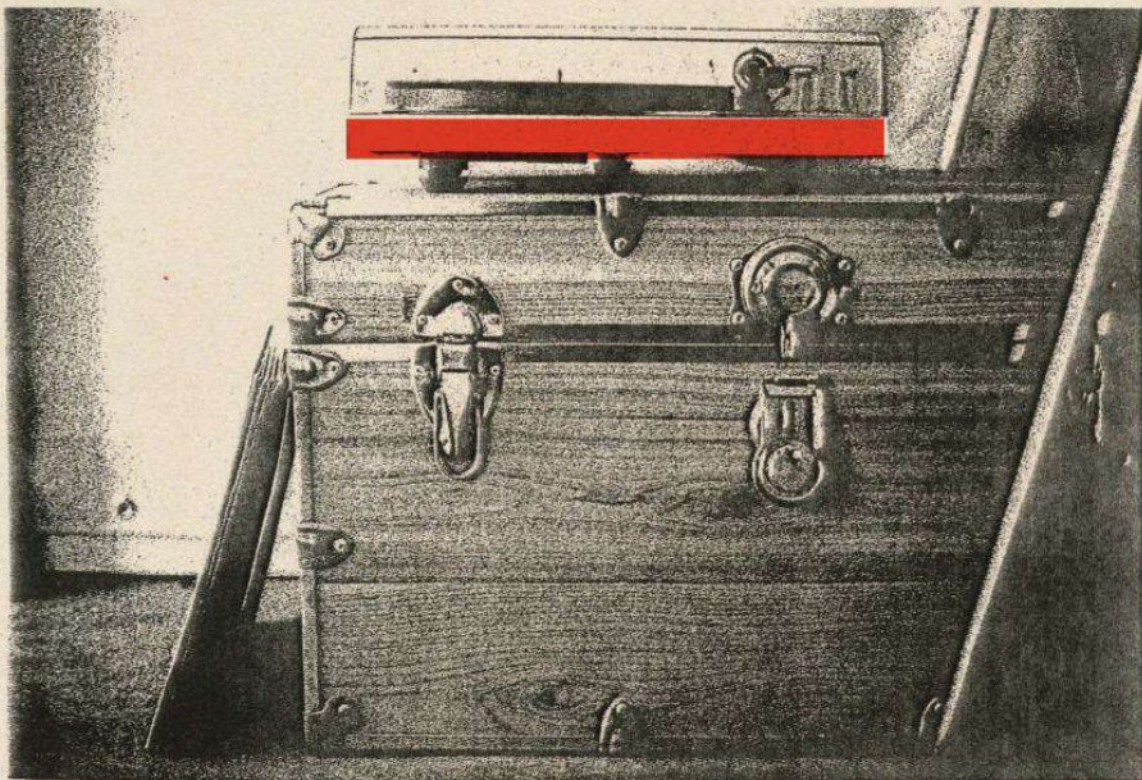
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# TOP SINGLES

## 50 Cent and David Guetta

★★★ "Bullshit & Party"

50 Cent goes Eurotrash: The refrain is from Biggie Smalls, but French DJ Guetta's insipid house beat and 50's dull rhymes ("Let's make a toast/To success/You're my guest/I'm your host") could only seem funky in the disco-thèque of a Riviera budget hotel.

JODY ROSEN

## Incubus ★★★½ "Adolescents"

Five years after their last album, Incubus are still smoothing and softening the tantrum edge of what used to be called new metal, and still doing it pretty skillfully. The churning guitars here give arena emo an arty gloss.

JON DOLAN

## Jai Paul ★★★½ "BTSTU (edit)"

"Don't fuck with me," coos this 22-year-old in a parched Smokey Robinson falsetto, until a dirty, throbbing synth pulse sweeps in, rendering more nuanced emotion unintelligible. It's the first single from a U.K. laptop-rocking soulman (see: James Blake) whose forthcoming LP should melt both hearts and brains.

WILL HERMES

## Miley Cyrus

★★★  
"Smells Like Teen Spirit" (Live)

Performed in Ecuador (born for the Internet), this embodies the kind of slimy pop serendipity that would make Kurt laugh, and then cry, and then laugh again (then sleep, probably). Miley may have the least Cobain-ian vision of teen spirit ever. But she rides it like a demon steed straight to karaoke hell.

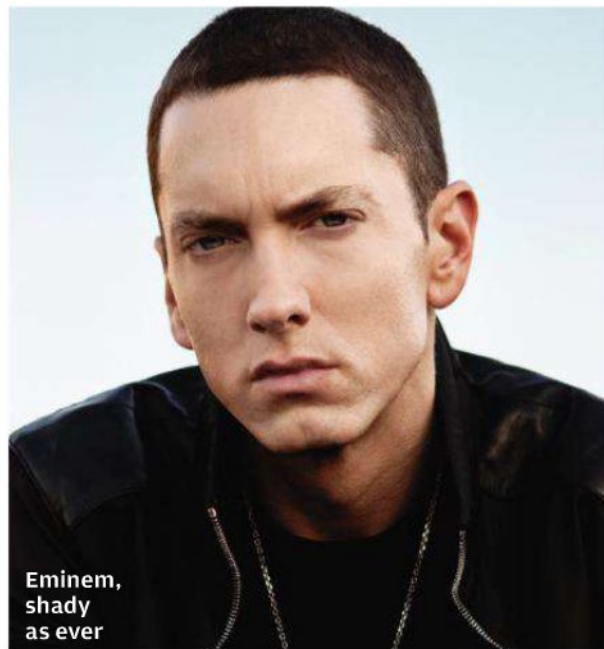
J.D.



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Eminem, shady as ever

## Eminem's Motor City Madness

Bad Meets Evil ★★★½  
"Fast Lane"

"I hope that I don't sound too heinous when I say this, Nicki Minaj/But I wanna stick my pain-us in your anus," Eminem rhymes on "Fast Lane." Oh, please, Em, you've been way heinouser before. And, in fact, the track – the first single from Bad Meets Evil, the newly revived duo with his Detroit pal Royce da 5'9" – is fired by mic-ninja rap attack, not jaundiced shock tactics. Eminem kicks it 1999-style, reconnecting with the hungry young lunatic who sounded like he only had a stanza to blow us away or it was back to the auto plant. Royce eggs him on with psycho shit like "Slap up a cop and then snatch him out of his uniform.... Hang him by his balls from the horn of a unicorn," and Shady returns to his 8 Mile roots: "Drive them trailer parks crazy/I am back, and I am razor-sharp, baby." J.D.

## Britney's Diva Summit

Britney Spears feat. Nicki Minaj and Ke\$ha

★★★★

"Till the World Ends (The Femme Fatale Remix)"

Britney's kinkiest and trippiest single since "Toxic," if not ever, becomes a trash-disco Yalta. Co-writer Ke\$ha drawls over the slowed-down sleaze-bot groove. But Minaj makes it a keeper; she sneers, "I ain't talking poultry when I say this chicken's friiiiiiied," as synthesized fowl cluck along, summing up this remix's wild humor.

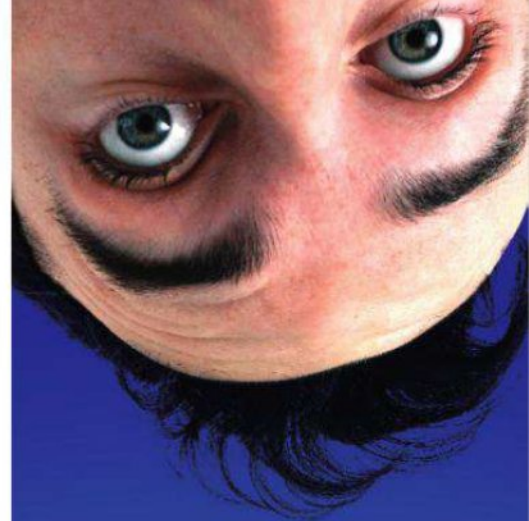
ROB SHEFFIELD

## Lykke Li Gets Bombed VIDEO

Lykke Li ★★★½  
"Sadness Is a Blessing"

Opening in a snooty Scandinavian restaurant full of frosty white folks, director Tarik Saleh shows Li sitting silently with a much older man (played by Swedish film star Stellan Skarsgård) and pounding vodkas. Li has suggested he's supposed to be her dad, but the delicious Phil Spector-ish track invokes a lover. So when Li dances drunkenly and the man embraces her, it's both touching and creepy. Which fits the spirit of the song, not to mention Spector.

W.H.



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## REISSUES



**PRESERVING SOCIETY**  
Pete Quaife, Mick Avory, Ray Davies, Dave Davies (from left), 1966

## The Kinks



**Kinks**  
Sanctuary/  
Universal

★★★★



**Kinda Kinks**  
Sanctuary/  
Universal

★★★★½



**The Kink Kontroversy**  
Sanctuary/  
Universal

★★★★★

What kind of rock star celebrates turning 21 with a song called "Where Have All the Good Times Gone"? That would be Ray Davies. In the early Sixties, when all the other Swinging London mods were flying high on drugs and miniskirts, he and his band were inventing a new school of surly rock & roll vibes. Van Halen and David Bowie both covered the tune, but nobody played it with the mean brat-punk edge of the Kinks. Today the Kinks are treasured mainly for late-Sixties cult classics like *Something Else* and *Village Green Preservation Society*. Their early gems don't get the same attention, partly because they've been so tough to find. But these smashing deluxe editions finally tell the story, expanding the original mono albums with stray tracks, singles, demos and BBC sessions. The guitars crackle with violence – as if the Kinks are about to break into an onstage brawl any second now.

1965's *Kinda Kinks* is the pick of the litter, packing 35 songs on two discs. Davies explodes as a songwriter, from the maybe-love-doesn't-suck ballad "Something Better Beginning" to the no-actually-it-does ditty "Nothin' in the World Can Stop Me Worryin' 'Bout That Girl." (In *Rushmore*, that's the song playing as Bill Murray hides at the bottom of the pool.) His brother Dave adds the innovative guitar workouts of the bonus cuts "I Need You" and "See My Friends." *The Kink Kontroversy*, also from '65, peaks with the cheery "Till the End of the Day" – but the good times are over as soon as the song ends. Greater glories lay ahead, yet these editions prove the Kinks were something special from the start.

ROB SHEFFIELD



## Robert Johnson ★★★★★½

**The Complete Recordings** Columbia/Legacy

This remastered two-disc collection brings an unprecedented level of clarity, intimacy and immediacy to immortal Thirties blues recordings that laid a blueprint for everyone from Eric Clapton to Jack White. No new songs have emerged. But the producers' painstaking care makes bone-chilling cuts like "Cross Road Blues" and "Love in Vain" sound entirely fresh, as if Johnson were in your living room – or inside your head. The set, which commemorates the guitarist's 100th birthday, transports us deeper into the mythic and all-too-real world his music evokes.

ANTHONY DECURTIS

## Ben Harper

★★★★½

**Give Till It's Gone** Virgin

**Laura Dern breaks his heart, we get a great record**



The 10th album from slide-guitar master and jam-band darling Ben Harper is his most searingly personal album, an expression, no doubt, of the recent implosion of his marriage to actress Laura Dern. Even the quietest moments on *Give Till It's Gone*, like "Pray That Our Love Sees the Dawn," on which Jackson Browne sings harmony, mingle desperation with defiant strength. Elsewhere (notably "Rock N' Roll Is Free," inspired by Neil Young, and "Do It for You, Do It for Us"), Harper roars on guitar, achieving a hard-won redemption through lacerating noise. Ringo Starr drums on two songs that bring psychedelic deliverance. But Harper usually drips blood, his pain an inspiration and the source of our pleasure.

A.D.

**Key Track:** "Pray That Our Love Sees the Dawn"

## Gang Gang Dance

★★★★½

**Eye Contact** 4AD

**Eclectic New York noise-makers follow their bliss**



Hard techno stabs, soft-rock piano, polyrhythmic dance-floor clatter, steel-drum solos, New Age-y samples of burbling water: In Gang Gang Dance's search for bliss, all kinds of unlikely musical bedfellows hop into the sack. These New York avant-gardists emerged from the same early-2000s noise stew as Animal Collective, and like that band, they've moved gradually from hallucinogenic freakouts to tighter song form. Singer Lizzi Bougatsos weaves riddles of devotion ("Adult Goth") and recites nursery rhymes with demonic glee ("MindKilla"). The music's hard to classify, but one word might sum it up: ecstatic.

JONAH WEINER

**Key Tracks:** "Adult Goth," "MindKilla"

## Aretha Franklin

★★★★½

**A Woman Falling Out of Love** Aretha's Records

**The Queen of Soul is back, and she's on her own**



The good news is that Aretha Franklin, who just turned 69, is recording, and that her magnificent instrument, though thinning a bit, retains plenty of its power and agility. She's calling her own shots here, as executive producer, head of her own label and, on numerous tracks, producer and/or songwriter. There are magic moments: the vocal fireworks capping a cover of B.B. King's "Sweet Sixteen," and the playful Seventies-style soul-jazz jammy "U Can't See Me." But unmemorable songs and overcooked arrangements suggest too many opportunities squandered. Here's hoping the Roots, T Bone Burnett and Rick Rubin all submit producer applications for Her Majesty's next outing.

WILL HERMES

**Key Tracks:** "Sweet Sixteen," "U Can't See Me"

## Manchester Orchestra

★★★★

**Simple Math** Columbia

**Atlanta rockers dream big and weird on third album**



Manchester Orchestra wunderkind Andy Hull crystallizes a moment when "indie rock" isn't afraid to shout its personal failings to the upper arena tiers (see also: Arcade Fire, My Morning Jacket). *Simple Math* is more intimate and more massive than Manchester's previous sets, as the Atlanta group supercharges the kitchen-sink approach of fellow Georgians in the Elephant 6 collective to depict a panoply of crises: spiritual, marital, chemical, whaddya got? "Virgin" uses a children's choir and steroided Salvation Army brass to parse lost trust; elsewhere, pop-metal guitar and prog-rock strings magnify the personal details. It's tough to look away.

W.H.

**Key Tracks:** "Virgin," "Pensacola," "Leaky Breaks"





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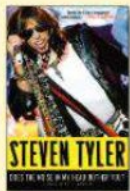
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## BOOKS



## Does the Noise in My Head Bother You? ★★★

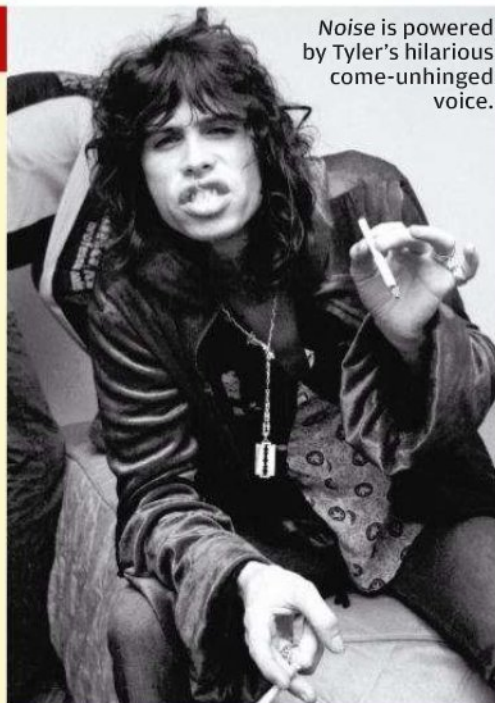
Steven Tyler *HarperCollins*

Steven Tyler has a way with words. Who else would describe his lust for Pamela Anderson by writing,

"I'd drink a gallon of her piss just to see where it comes from"? That's only the tip of the crazy in Tyler's new memoir, which traces his life from childhood through his latest incarnation as the star judge on *American Idol*. Along the way, he's had one of the most spectacular tales of rise, fall and resurrection in rock history. The bad times got bad: In 1983, Aerosmith were playing tiny clubs, while a nearly broke Tyler lived in a New York motel and spent his days scouring the city for heroin. "I was so out of it that when I got mugged - the guy stuck a pistol in my mouth - I didn't care whether I lived or died," he writes. "I was half dead anyway."

*Does the Noise in My Head Bother You?* is 376 pages of pure, unfiltered Tyler. Co-writer David Dalton had the tough job of turning Tyler's rants into a narrative, and he only half succeeds. Part of the problem is that Tyler's life has often been a frightening merry-go-round: horrible fights with Joe Perry, drug addiction, disease, hit album, failed album, rehab. At points, when Tyler describes a stint in treatment, it's hard to know what decade we're in.

*Noise* is compelling stuff, though Aerosmith's 1997 oral history, *Walk This Way*, covered much of the same ground - and gave equal voice to all five members of the band. Still, Tyler's at times



Noise is powered by Tyler's hilarious come-unhinged voice.

gripping, often hilarious voice keeps things moving - whether he's describing his 2006 battle with hepatitis C, his "deep-fried" road life in the 1970s or Aerosmith's chronic dysfunction. Of the band's threats to find a new singer after Tyler fell off a stage in 2009, he laments, "Forty fucking years of brotherly love, knockdown fights and drug hoarding... did that mean nothing to them?" He's a hard guy to replace.

ANDY GREENE

## Iggy Pop ★★★½

Roadkill Rising:  
The Bootleg Collection  
1977-2009 *Shout Factory*

Thirty years of live Iggy, curated by the man himself



Few artists have more dodgy-sounding live bootlegs on the market than Iggy

Pop. Thankfully, Iggy himself sorted through three decades of tapes to assemble this killer four-disc package. The first CD features material from Pop's legendary 1977 tour with Bowie on keyboards, and you can hear the Thin White Duke wailing in the background. Iggy's 1990s backing band is less impressive, but it can still bash its way through "Louie Louie," and his lone hit, "Candy," with great skill. Best of all are the Stooges reunion gigs from 2003: They're proof that nobody else can play those songs like the guys who wrote them.

A.G.

Key Tracks: "The Passenger," "Dirt," "Down in the Street"

## The Raveonettes

★★★½

Raven in the Grave *Vice*  
Noirish garage punks start to seem tired



On their fifth disc, this Danish duo prolong their frigid endless summer, turning out songs full of surf-pop harmonies and film-noir ambience. One or both members are clearly smarting from broken hearts - they've softened their usual lyrics of crime and violence into lovelorn laments like "Let Me on Out." But it's a little hard to care about their pain, since their sound seems more routine than ever. "Recharge & Revolt" milks the same brand of tinny treble guitars that were getting tired a record ago, and the distortion-laced "Evil Seeds" freeze-dries the Jesus and Mary Chain, making an already detached band seem even chillier. Wear a parka to this beach party.

STACEY ANDERSON

Key Tracks: "Let Me on Out," "Apparitions"

## SMOD ★★★½

SMOD *National*

Afro-hip-hop from a band of Malian pop royals



Like Sean Lennon and Rufus Wainwright, this African rap trio owe much to ma and pa - singer-guitarist Sam Bagayoko's parents are Malian pop stars Amadou & Mariam. Through them, the group met polyglot pop scientist Manu Chao, who produced SMOD's third record. *SMOD* carries Chao's signature psychedelic bounce: bulbous reggae bass lines, one-note melodies, dubby chants, video-game sound effects. The album brings Bagayoko's gorgeous West African-style guitar work (unsurprising, given dad's masterful chops) and a sweet French flow. U.S. fans may not understand a word beyond the "Yes!" shouted out repeatedly on "Les Dirigeants Africains." But musically, that sentiment pretty much sums it up.

WILL HERMES

Key Tracks: "Les Dirigeants Africains," "Fenkoro"

## Moby

★★★★

Destroyed *Mute*

A lonely touring musician's late-night fantasies



It wouldn't be unfair to argue that Moby has kind of been treading water since 1999's techno-blues opus, *Play*. That said, the guy's not a bad water-treader. *Destroyed* follows the understated elegance of 2009's *Wait for Me* even deeper into *Ambient* land; written on tour during sleepless nights in hotel rooms around the world, songs like the gracefully oozing synth reverie "The Broken Places" and the elegiac Eno rip-off "The Day" luxuriate in pillowy isolation. On the gospel-laden "Lie Down in Darkness," *Play*'s millennial roots music reappears like a friendly ghost. "The sun will be no more," a grainy voice warns from the digital beyond. Moby finds a way to make permanent midnight weirdly inviting.

JON DOLAN

Key Tracks: "The Day," "Lie Down in Darkness"

## Tinie Tempah

★★★★½

Disc-Overly *Capitol*

U.K. rapper shoots for a pop breakout



The PlayStation-bleepy crossbreed of hip-hop and house known as grime has become England's new chart-pop. On his debut, 22-year-old MC-producer Tinie Tempah dreams of even wider glory: "Disturbing London, baby, we about to branch out," he rhymes like a psyched-up robot over neon-lit synths on the irresistible "Pass Out." Tinie is a smart and sly hook maestro, mixing the flashy and the mundane with lyrics like "I've got so many clothes I keep some in my aunt's house." He skirts cheesiness on tracks like the trance headbanger "Miami 2 Ibiza." But the closer to hip-hop he gets, the better: On the slow-rollin' "Snap," stripped-down beats are perfect for his simple, brash enthusiasm.

MICHAELANGELO MATOS

Key Tracks: "Pass Out," "Miami 2 Ibiza," "Snap"





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# Movies

BY PETER TRAVERS

**IT'S HAMMER TIME** Chris Hemsworth as mighty Thor.



## Battle of the Sexes

'Thor,' 'Bridesmaids' duke it out - one's for dudes, the other isn't

### Thor ★★★★★

Chris Hemsworth, Anthony Hopkins, Natalie Portman  
**Directed by Kenneth Branagh**

FOR SUMMER MOVIES, THE first rule of fight club is that testosterone trumps estrogen. Hear it. Learn it. So does that mean Kristen Wiig and her bouquet-wielding bridesmaids will fall under the hammer of the mighty Thor, the mythical Marvel Comics prince played by Chris Hemsworth like Don Draper on steroids? Not so fast. There may be surprises.

*Thor*, for all its digital sound and 3D fury, is a guy movie unafraid of showing its feminine side. As Norse gods go, Thor (Hemsworth) is quite the studly specimen who can fly among the clouds bending thunder and lightning to his will. But when Thor's anger-management issues force his big daddy, Odin (Anthony Hopkins), to banish him from the mystical planet Asgard, Thor is in for a rude awakening. No sooner does the powerless prince land with a thud in the New Mexico desert than he goes all weak in the knees for Jane Foster, a research scientist played with smarts and a shy smile to die for by Natalie Portman.

What to do when a *Black Swan* Oscar winner crushes on you? If you're Thor, you learn to be tender even while plotting revenge on Loki (Tom Hiddleston, all gleaming, seductive evil), the jealous brother who turned Dad against you.

*Thor* cleverly has it both ways, heft and heart, only occasionally tripping on the speed bumps in the script by Ashley Edward Miller, Zack Stentz and Don Payne. Directed by noted Shakespearean Kenneth Branagh with a class-act grasp of how action works best when it defines character instead of obliterating it, *Thor* comes on like thunder, delivering epic fireworks that don't neglect the dramatic sparks ignited between father and son, brother and brother, and lovers from two different worlds.

Hemsworth, an Aussie actor with a vocal command to match his heaving brawn, doesn't just play the role, he owns it. I'm expecting both sexes will feel his impact. Teaming Thor in the upcoming *Avengers* with other Marvel heroes (Iron Man, Captain America and others) sounds like a party suitable even for ladies' night.

### Bridesmaids

★★★★

Kristen Wiig, Maya Rudolph  
**Directed by Paul Feig**

GUYS BUILD AN EXIT STRATEGY for a chick flick like *Bridesmaids*. They'd rather chicks see it with each other. Anyone but them. Snap out of it. Kristen

Wiig is an indisputable goddess of comedy. And this rowdy fem-friendship movie she stars in and wrote with Annie Mumolo is infused with the Wiig brand of wicked mischief.

Frankly, the only time *Bridesmaids* loses its footing is when it acts like *The Hangover* in drag. Guys and gross make a better fit. Who needs to see bridesmaids puking up lunch and shitting their pants?

Wiig, the *SNL* MVP, plays Annie, chosen maid of honor at the wedding of her BFF, Lillian (Maya Rudolph, perfect). She's jealous of Lillian's richer, prettier friend, Helen (Rose Byrne, the *Damages* star who shows a real flair for fun). The other bridesmaids - Rita (Wendi McLendon-Covey), Becca (Ellie Kemper) and Megan (Melissa McCarthy) - are caught in the crossfire. Guys don't get much screen time. Still, Jon Hamm scores howls as a man-whore, and Chris O'Dowd excels as an Irish cop sweet on Annie.

Though the laughs are hit-and-miss, *Bridesmaids* lucks out in director Paul Feig (*The Office*, *Nurse Jackie*), who has the gift of letting scenes play out just long enough to be both hilarious and heartfelt. Dudes always fear movies that might shrivel their sexual standing when women prioritize. Man up and see *Bridesmaids*. You just might learn something.

#### WEDDING PARTY

Wiig, Rudolph, McLendon-Covey, Byrne, McCarthy, Kemper (from left)





## Midnight in Paris ★★★½

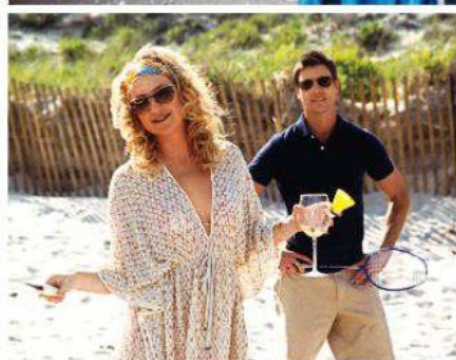
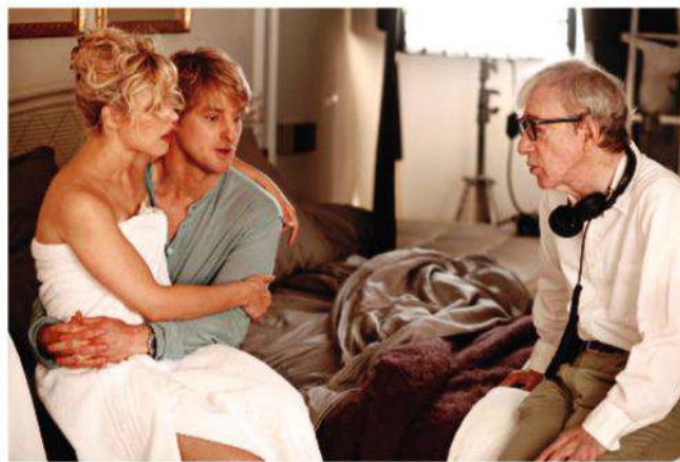
Owen Wilson, Rachel McAdams, Carla Bruni  
Directed by Woody Allen

THEY LOVE WOODY ALLEN in France. And in *Midnight in Paris*, which just opened the Cannes Film Festival, the Woodman returns the favor. Not since 1979's *Manhattan*, in which he rhapsodized over the New York of his black-and-white dreams, has Allen used a camera to make such urgent, passionate love to a city.

*Midnight in Paris* opens with a prologue, shot with a poet's eye by the great Darius Khondji, that shows off the City of Light from dawn to darkness in images of shimmering loveliness. Pity the actors who have to compete with such an object of desire. Owen Wilson stars as Gil, a Hollywood screenwriter on a return visit to Paris, this time with his fiancée, Inez (Rachel McAdams). "This is where Monet lived and painted," Gil enthuses. Inez isn't into water lilies or Gil's dreams of writing the great American novel like Hemingway and Fitzgerald. She'd rather party with Paul (Michael Sheen), a fake intellectual who thinks he can one-up a Rodin museum tour guide (a playful cameo from France's First Lady, Carla Bruni).

Allen has fired at these targets before. What's fresh about *Midnight in Paris* is the way he identifies with Gil's idealization of the past, of the Paris that represented art and life at their fullest. Wilson is pitch-perfect at locating the right blend of humor and gravity that the role demands. Gil finds a kindred spirit and a muse in fashion designer Adriana (a superb Marion Cotillard). What's at risk is a lifeline back to the present. As a filmmaker, Allen has grappled with the temptations of repeating himself instead of forging a fresh path. You can feel that conflict here, and watching him work it out is exhilarating.

*Midnight in Paris* is infused with seductive secrets no review should spoil. But for all the film's bracing humor and ravishing romance, there are also haunting shadows. That alone makes it a keeper.



**LOVE ON THE ROCKS** From top: Woody Allen directs star-crossed Rachel McAdams and Owen Wilson in *Midnight in Paris*; Will Ferrell faces divorce in *Everything Must Go*; Kate Hudson gets beached by Colin Egglesfield in *Something Borrowed*.

## Everything Must Go ★★★

Will Ferrell  
Directed by Dan Rush

GET READY FOR WILL FERRELL like you've never seen him. As Nick Porter, a salesman who's lost his job, drowned his sorrows and driven his fed-up wife to leave their suburban home, lock him out and toss his belongings on the front lawn, Ferrell delivers a performance of implosive intensity that rings true in every detail. Even in comedies – think *Old School*, *Anchorman*, *Talladega Nights* and *The Other Guys* – Ferrell shows the instincts of a true actor, never getting laughs at the expense of character.

*Everything Must Go*, deftly adapted from the great Raymond Carver's short story "Why Don't You Dance?" by

first-time feature director Dan Rush, breaks new ground for Ferrell. He's as low-key as the movie that surrounds him. Rush's camera watches Nick sit out his exile in a lawn chair, mostly kibbitzing with Kenny, a chubby neighborhood kid played with acute timing and sensitivity by Christopher Jordan Wallace (son of R&B star Faith Evans and the late rapper Biggie Smalls).

Nick's cop friend Frank Garcia (the excellent Michael Peña) buys him five days to sort his head out as long as he runs a yard sale. Nick intersects with new neighbor Samantha (Rebecca Hall) and has a poignant encounter with Delilah (Laura Dern), a friend he hasn't seen since high school. But basically *Everything Must Go* is a one-man show in which Ferrell plays a

growing species of American castoff. There's no begging for tears for Nick; Rush keeps his film rigorously unsentimental, but Ferrell opens a wound and makes it impossible for us to ignore it.

## Something Borrowed ½★

Kate Hudson, Ginnifer Goodwin, John Krasinski  
Directed by Luke Greenfield

THE HALF-STAR RATING goes to John Krasinski for heroically rising above this vile dung heap of a movie. Krasinski plays Ethan, the comic relief in a film that offers no relief from pretty people doing despicable things. Which would have been forgivable if they didn't do it so witlessly.

The toxic queen is Darcy, played by Kate Hudson as if obnoxious equaled charm. She's delusional. Hudson's performance grates like two hours of nails on a blackboard. Yet Rachel (Ginnifer Goodwin, trapped), Darcy's BFF, has been taking crap from this loudmouth since Darcy stole handsome Dex (Colin Egglesfield) from her in law school. Now Darcy and Dex the dud are getting married, just as Dex and Rachel realize they should have been together. But the lovers can't stick it to Darcy. Why? They think this egotist is their friend. Kill me now. This revolting rom-com, adapted from Emily Giffin's bestseller, could have been over in five minutes if everyone had buried Darcy on a Hamptons beach and waited for high tide. *Something Borrowed* is directed by Luke Greenfield, the perpetrator of the god-awful *The Animal* and *The Girl Next Door*. I can truthfully say Greenfield has done it again.

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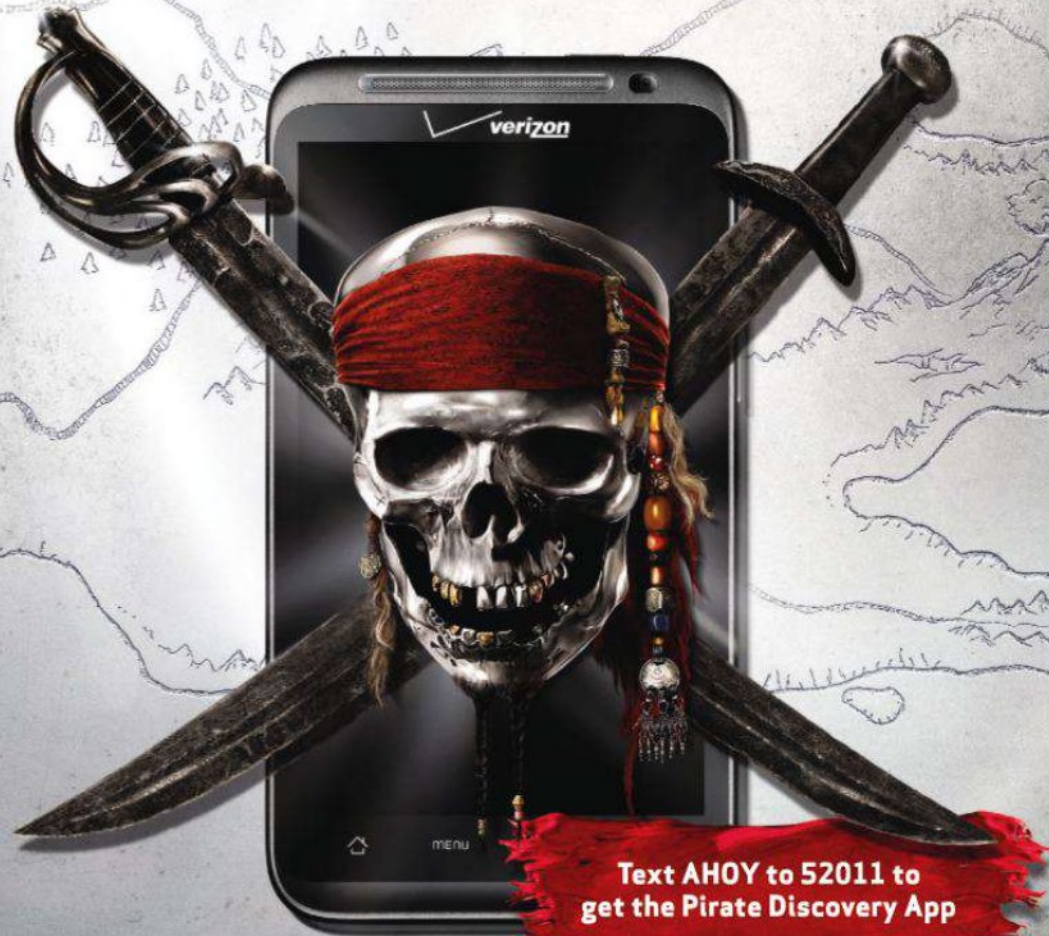
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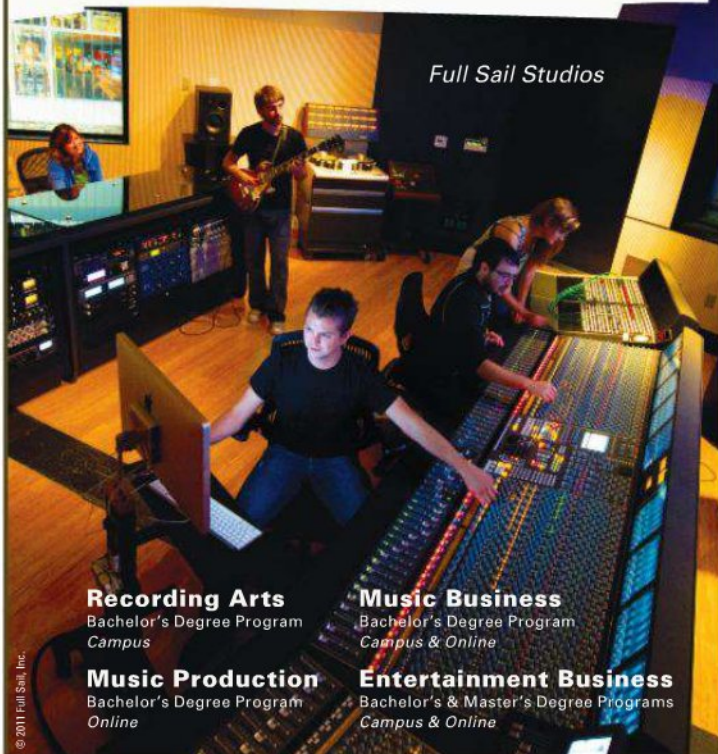
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# CHARTS

## iTUNES TOP 10 SONGS

- Adele**  
"Rolling in the Deep" - XL/Columbia
- Katy Perry**  
"E.T. (feat. Kanye West)" - Capitol
- Bruno Mars**  
"The Lazy Song" - Elektra
- Britney Spears**  
"Till the World Ends (The Femme Fatale Remix)" - Jive
- Black Eyed Peas**  
"Just Can't Get Enough" - Interscope
- Tinie Tempah**  
"Written in the Stars" - Capitol
- Ke\$ha**  
"Blow" - Kemosabe/RCA
- Jennifer Lopez**  
"On the Floor" - Island Def Jam
- Chris Brown**  
"Look at Me Now" - Jive
- Pitbull**  
"Give Me Everything" - Mr. 305/Polo Grounds Music/J

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## COLLEGE RADIO TOP 10 ALBUMS

- TV on the Radio**  
Nine Types of Light - Interscope
- Fleet Foxes**  
Helplessness Blues - Sub Pop
- The Kills**  
Blood Pressures - Domino
- Panda Bear**  
Tomboy - Paw Tracks
- Vivian Girls**  
Share the Joy - Polyvinyl
- Peter Bjorn and John**  
Gimme Some - Star Time
- The Strokes**  
Angles - RCA
- The Raveonettes**  
Raven in the Grave - Vice
- Low**  
C'mon - Sub Pop
- Tune-Yards**  
Whokill - 4AD



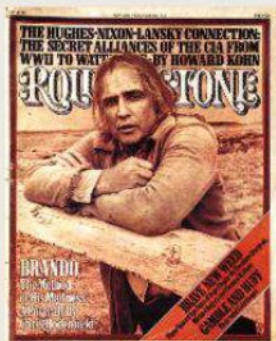
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## From the Vault

RS 213, May 20th, 1976

### TOP 10 SINGLES

- Wings**  
"Silly Love Songs" - Capitol
- Diana Ross**  
"Love Hangover" - Motown
- Elvin Bishop**  
"Fooled Around and Fell in Love" - Capricorn
- Sylvers**  
"Boogie Fever" - Capitol
- Silver Convention**  
"Get Up and Boogie (That's Right)" - Midland International
- John Sebastian**  
"Welcome Back" - Reprise
- Pratt and McClain**  
"Happy Days" - Reprise
- Dorothy Moore**  
"Misty Blue" - Malaco
- Henry Gross**  
"Shannon" - Lifesong
- Barry Manilow**  
"Tryin' to Get the Feeling Again" - Arista



### On the Cover

"One of the things I hate about working [as an actor in Hollywood] is that they won't let you be some overweight... middle-aged... fart who's walking down the street, who happens to be in the lumber business. They insist that you be somebody."

—Marlon Brando

## Top 40 Albums

- Adele**  
21 - XL/Columbia
- Foo Fighters**  
Wasting Light - Roswell/RCA
- Mumford & Sons**  
Sigh No More - Glassnote
- Britney Spears**  
Femme Fatale - Jive
- Lemonade Mouth**  
Soundtrack - Walt Disney
- Chris Brown**  
F.A.M.E. - Jive
- Glee: The Music Presents The Warblers**  
20th Century Fox TV/Columbia
- Katy Perry**  
Teenage Dream - Capitol
- Wiz Khalifa**  
Rolling Papers - Rostrum/Atlantic
- Paul Simon**  
So Beautiful or So What - Hear
- Jason Aldean**  
My Kinda Party - Broken Bow
- Alison Krauss and Union Station**  
Paper Airplane - Rounder
- Bruno Mars**  
Doo-Wops & Hooligans - Elektra
- Rihanna**  
Loud - Def Jam
- Songs for Japan**  
Various Artists - EMI/Warner Bros./Sony/Universal
- Explosions in the Sky**  
Take Care, Take Care, Take Care - Temporary Residence
- The Airborne Toxic Event**  
All at Once - Majordomo/Island
- Emmylou Harris**  
Hard Bargain - Nonesuch
- Kirk Franklin**  
Hello Fear - Fo Yo Soul/Verity
- Adele**  
19 - XL/Columbia
- NOW 37**  
Various Artists - Universal/EMI/Sony Music
- Justin Bieber**  
Never Say Never: The Remixes (EP) - RBMG/Island
- Pink**  
Greatest Hits... So Far!!! - LaFace
- Steve Earle**  
I'll Never Get Out of This World Alive - New West
- Justin Bieber**  
My World 2.0 - RBMG/Island
- Mana**  
Drama y Luz - Warner Latina
- Zac Brown Band**  
You Get What You Give - Southern Ground/Roar/Bigger Picture/Atlantic
- Nicki Minaj**  
Pink Friday - Young Money/Cash Money/Universal Motown
- Augustana**  
Augustana - Epic
- Taylor Swift**  
Speak Now - Big Machine
- Hollywood Undead**  
American Tragedy - A&M/Octone
- Jennifer Hudson**  
I Remember Me - Arista
- Country Strong**  
Soundtrack - RCA Nashville
- Eminem**  
Recovery - Shady/Aftermath
- Lupe Fiasco**  
Laserys - 1st and 15th/Atlantic
- Rascal Flatts**  
Nothing Like This - Big Machine
- Miguel**  
All I Want Is You - Black Ice/Bystorm/Jive
- Silverstein**  
Rescue - Hopeless
- Florence and the Machine**  
Lungs - Universal Republic
- Sara Evans**  
Stronger - RCA Nashville



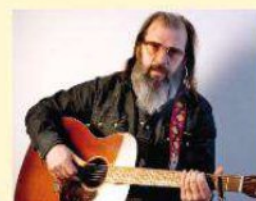
### Queen Adele

More proof that Adele rules 2011: 21 hits the top spot for its sixth week (selling 1.4 million copies to date), while her first LP returns to the Top 20.



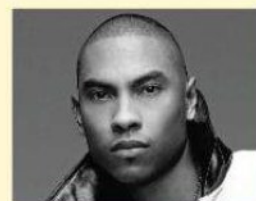
### Sky's the Limit

Texas instrumental noise-rockers Explosions in the Sky broke the Top 40 for the first time with their sixth LP, which sold 19,000 copies in its debut week.



### His Name Is Earle

Earle's 14th studio LP - recorded with T Bone Burnett - is his most straight-ahead country record since the 1980s. It sold 14,026 copies.



### Miguel, My Belle

The R&B crooner vaulted back into the Top 40 after "Sure Thing" became a radio smash. His debut LP has moved 143,900 copies since November.

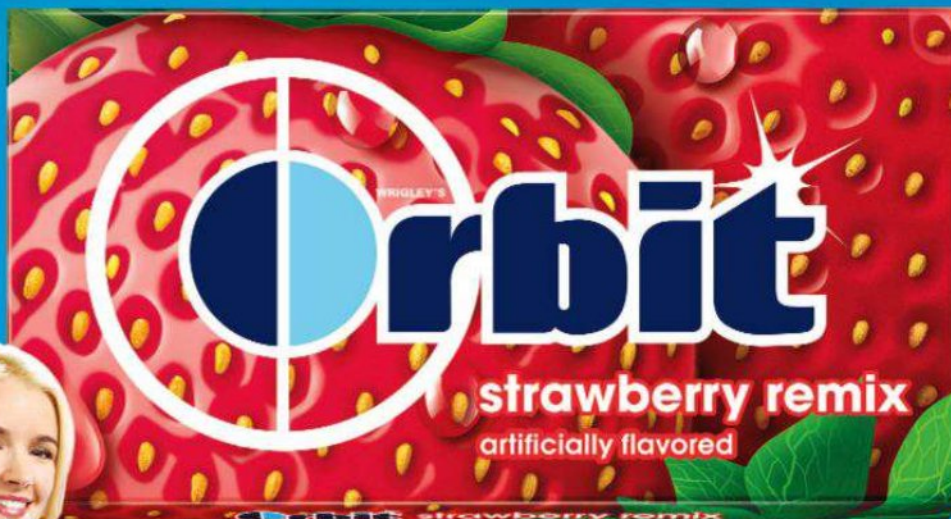
00 Chart position on May 4th, 2011  
00 Chart position on April 27th, 2011  
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2ND Re-Entry  
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CLOCKWISE FROM TOP RIGHT: ADELE; EXPLOSIONS IN THE SKY; STEVE EARLE; MIGUEL; NICK SIMONITE; TED BARRON; KAI CAMPBELL; HARPER SMITH



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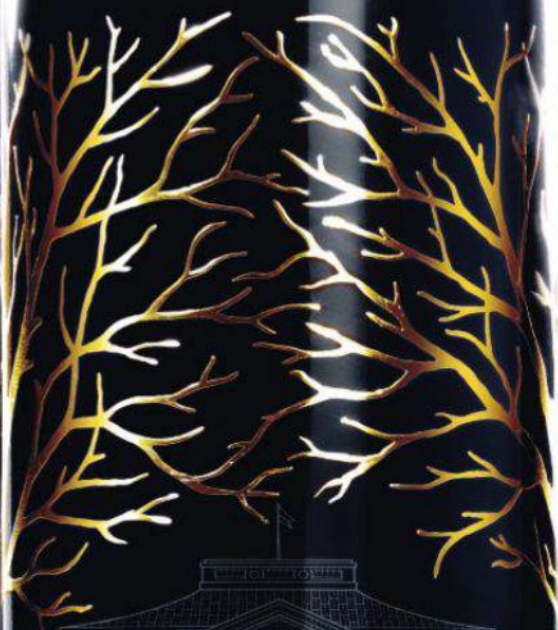
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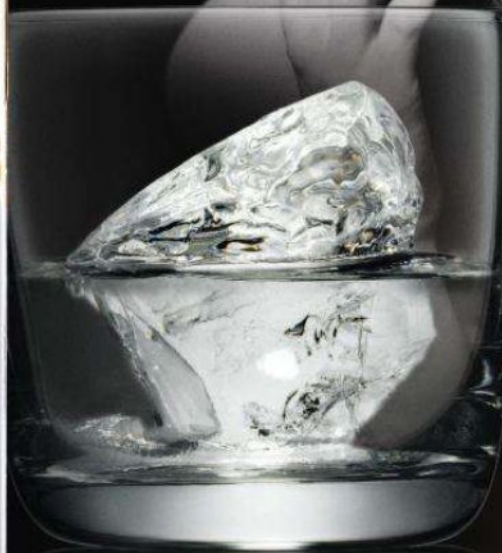
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